

**NRP STONE, INC.**

A Nevada Corporation

1090 Center Drive  
Park City, Utah 84098  
Phone: (801) 214-8132

Email: [info@upliftaerospace.com](mailto:info@upliftaerospace.com)

## Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

334,889,071 as of September 30, 2024 (Current Reporting Period Date or More Recent Date)

322,986,903 as of December 31, 2023 (Most Recent Completed Fiscal Year End)

### **Shell Status**

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

Yes:  No:

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

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes:  No:

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

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

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

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

NRP Stone, Inc.

Current State and Date of Incorporation or Registration: Nevada; March 11, 1998

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

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

NRP Stone, Inc. ("the Company") was originally incorporated under the laws of the state of Colorado on June 21, 1983, under the name Leesburg Land & Mining, Inc. On March 11, 1998, the Company approved the change of its domicile from Colorado to Nevada. On January 8, 1999, the Company changed its name to Intelliquis International, Inc. On March 6, 2007, the Company changed its name to NRP Stone, Inc. The Board of Directors authorized, and the Company has submitted, a corporate action request to FINRA to change the Name of the Company, to Uplift Aerospace Inc., and to change the Symbol under which the Company's shares are traded.

Uplift Aerospace is an educational software solutions company focused on student workforce development. Moreover, the Company provides students and teachers with comprehensive space mission solutions, including astronaut training (both in-person and VR), mission design, and access to suborbital and orbital flights. By integrating astronaut training simulations and real-world space mission design into K-12 curriculums, Uplift's software provides hands-on, engaging learning tools that build interest and proficiency in science and technology.

Over the past three years, Uplift Aerospace has secured agreements with NASA, Blue Origin, Orbital Reef Space Station, University of Arizona, University of Wisconsin, and the University of Central Florida. The ultimate objective of the Company is to run its businesses in order to create shareholder value, while exercising sound corporate governance to ensure the interests of the Company's management and shareholders are completely aligned.

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

None

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

During the quarter ended June 30, 2021, the Company acquired 80% of the issued and outstanding common stock of Uplift Aerospace, Inc. ("Uplift"), a privately held Utah corporation, in exchange for 50,000,000 restricted shares of the Company's common stock issued to Joshua Hanes pursuant to a Share Exchange Agreement dated June 29, 2021. Written consent of the Directors of the Company for issuance of the shares and to enter into the Share Exchange Agreement was given and effective on June 28, 2021.

During the third quarter ended September 30, 2021, the Company created a subsidiary, UIHC 1 LLC. Since that date, through the end of the period ended September 30, 2024, the Company has sold 9.6% of the ownership of the entity to various members. As of September 30, 2024, the Company and Uplift (combined) own 90.412% of UIHC1 LLC as a result of option / conversion agreements that have been exercised. As described in the Operating Agreement and the Subscription Agreements, and subject to certain limitations and restrictions, the purchasers of

interests in UIHC 1 LLC have a right to convert their membership interests in the limited liability company into shares of common stock of the Company at any time from the date of purchase with a 1-year restriction. As of the date of this disclosure, the total amount of the Company's Common Shares that may be converted under these provisions could amount up to 49,399,041 shares. For disclosure purposes, the Company's Board member Mark McLaughlin Sr. Invested \$205,000 between 2023 and 2024 for the benefit of family members, who have elected to convert in Q3 2024 into 25,572,165 Common shares in the Company. Mark McLaughlin Sr. Disclaims beneficial ownership of these shares.

Effective September 30, 2023, a majority of the Shareholders approved an amendment and restatement of the Articles of Incorporation. Under this amendment, all convertible and preferred shares were cancelled, and as such, the Company cancelled all Series B Convertible Preferred Shares previously issued to Mr. Hanes. In exchange for the 95 cancelled Series B shares and Mr. Hanes' return of 40,000,000 Common Shares, the Company issued Mr. Hanes 40,000,000 Common Series B Shares, as authorized by a majority of Shareholders.

The Common Series B Shares are equal in ownership to Common Shares and hold 20:1 voting rights for eight years, after which they will have the same 1:1 voting right as Common Shares.

This authorization, issuance of Common Series B Shares, and the amendment of the Articles of Incorporation were approved by the Board of Directors and a majority of Shareholders. Moreover, these actions have not resulted in any Change in Control of the Company, nor any increase in the authorized common shares of the Company. The Company has authorized counsel to take such efforts as are necessary to effectuate the change, and the change has been effectuated, with the Nevada Secretary of State.

Additionally, in consideration for the cancelled 95 Series B Convertible Preferred Shares and adoption of a CEO Incentive Rights Plan by the Company on June 30, 2024, the Company provided revised incentive rights for Mr. Hanes through an amendment to the original Acquisition Agreement. The incentive rights are tied to the Company's revenue and market value, have been approved by a majority of Shareholders, with the abstention of Mr. Hanes from such approval, as follows:

1. **Initial Award:** 25,000,000 shares of the Company's common stock awarded to Mr. Hanes.
2. **Revenue Milestone:** A one-time bonus of \$150,000 if the Company achieves annual revenue of \$2,500,000.
3. **Market Milestone:** A one-time bonus of 10,000,000 shares of the Company's common stock if annual revenue reaches \$18,000,000 and market value hits \$500,000,000.
4. **Growth Incentive:** A one-time bonus of 35,000,000 shares of the Company's common stock if annual revenue reaches \$35,000,000 and market value hits \$1,000,000,000.
5. **Significant Growth Incentive:** An additional one-time bonus of 35,000,000 shares of the Company's common stock if annual revenue reaches \$70,000,000 and market value hits \$2,000,000,000.

The Board of Directors authorized, and the Company has submitted, a corporate action request to FINRA to change the Name of the Company, to Uplift Aerospace, and to change the Symbol under which the Company's shares are traded. Due to prior inconsistencies in the filing of public reports and disclosures while the Company was reporting to the SEC, this corporate action request has not yet been approved. The Company intends to pursue the name and symbol change with FINRA.

During the current reporting period, the Company issued 25,000,000 shares of its common stock to Joshua Hanes as described in the CEO Revised Incentive Rights Plan described above.

In August 2024, the Company paid off the outstanding note payable to Blue Origin based on a revised appraisal of the original artwork owned by the Company. As part of this process, the value of the artwork was significantly decreased on the books of the Company and it was able to resolve approximately \$2M in outstanding debt (see current financial statements for additional information).

During Q3 of 2024, the Board of Directors of the Company met and established an Audit Committee, Compensation Committee, and a Nominating Committee.

Address of the issuer's principal executive office:

1090 Center Drive  
Park City, Utah 84098

Address of the issuer's principal place of business:

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

1090 Center Drive  
Park City, Utah 84098

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: Standard Registrar & Transfer Company  
Phone: 801-571-8844  
Email: [amy@standardregistrar.com](mailto:amy@standardregistrar.com)  
Address: 440 East 400 South  
Suite 200  
Salt Lake City, UT 84111

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

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

Trading symbol:	<u>NRPI</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>62940J200</u>
Par or stated value:	<u>\$.001 per share</u>

Total shares authorized:	<u>500,000,000</u>	as of date: <u>09/30/2024</u>
Total shares outstanding:	<u>334,889,071</u>	as of date: <u>09/30/2024</u>
Number of shares in the Public Float: <sup>1</sup>	<u>80,831,175</u>	as of date: <u>09/30/2024</u>

Total number of shareholders of record: 218 as of date: 09/30/2024  
*Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.*

None

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

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security: None  
Par or stated value:  
Total shares authorized:  
Total shares outstanding:  
Total number of shareholders of record:

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

**Security Description:**

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

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

Common Shareholders have the right to participate in all matters requiring or coming before the shareholders for a vote on a 1:1 basis.

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

N/A

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

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

N/A

**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.**

Effective on September 30, 2023, a majority of the Shareholders approved an amendment and restatement of the Articles of Incorporation. Under this amendment, the Company cancelled all Series B Convertible Preferred Shares previously issued to Mr. Hanes. In exchange for the 95 cancelled Series B shares and Mr. Hanes' return of 40,000,000 Common Shares, the Company issued 40,000,000 Common Series B Shares. As a result of this amendment, the Company is authorized to issue a total of 500,000,000 shares of common stock, of which:

- 460,000,000 are Common Shares; and
- 40,000,000 are Common Series B Shares

Generally, all shares of the Company's Common Stock have the same relative rights, preferences and limitations, except as follows:

- Common Shares have 1:1 voting rights per share;
- Series B Shares are equal in ownership to Common Shares, but hold 20:1 voting rights for eight years, after which they will have the same 1:1 voting right as Common Shares.

Additionally, in consideration for the cancelled 95 Series B Convertible Preferred Shares, the Company has provided revised incentive rights for Mr. Hanes as described in Section 1 above.

This authorization, issuance of Common Series B Shares, and the amendment of the Articles of Incorporation were approved by the Board of Directors and a majority of Shareholders. The Company has authorized counsel to take such efforts as are necessary to effectuate the change, and the change has been effectuated, with the Nevada Secretary of State.

Currently, both Mr. Hanes and Mr. McLaughlin own 20,000,000 (twenty million) Common Series B shares respectively.

**3) Issuance History**

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

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

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

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

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

Shares Outstanding Opening Balance:  
 Date 12/31/2021 Common: 299,735,541  
 Preferred: 0

\*Right-click the rows below and select "Insert" to add rows as needed.

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
02/28/2022	Issuance	5,154,973	Common	\$.001	No	David M. Clark	Shares Issued for Note Conversion and Debt Release	Restricted	
02/28/2022	Issuance	95	Preferred	\$.000	No	Joshua Hanes	Shares Issued for Sale & Conveyance of 20% Ownership Interest in Uplift Aerospace, Inc.	Restricted	
03/28/2022	Issuance	5,177,970	Common	\$.001	No	<u>Immudyne Nutritional LLC</u>  Control Person for this LLC is Mark McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/28/2022	Issuance	1,559,278	Common	\$.001	No	David Scammel	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/28/2022	Issuance	1,029,123	Common	\$.001	No	Tze Lee OBO Jarett Lee	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/28/2022	Issuance	389,820	Common	\$.001	No	Jeffrey Chien	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/28/2022	Issuance	100,000	Common	\$.001	No	Jose M. Hernandez	Shares Issued in Exchange for Services Performed	Restricted	
03/28/2022	Issuance	100,000	Common	\$.001	No	Nicole Stott OBO Roman Stott	Shares Issued in Exchange for Services Performed		
03/31/2023	Issuance	4,381,573	Common	\$.001	No	<u>Immudyne Nutritional LLC</u>	Shares Issued for UIHC 1 Equity Conversion	Restricted	

						Control Person for this LLC is Mark McLaughlin			
03/31/2023	Issuance	207,904	Common	\$.001	No	Mark McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	571,735	Common	\$.001	No	Mark McLaughlin, Jr.	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	571,735	Common	\$.001	No	James McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	571,735	Common	\$.001	No	Faith McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	571,735	Common	\$.001	No	Genevieve McLaughlin & Garret Burchett	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	13,721,650	Common	\$.001	No	Mark & Brulinda McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	519,760	Common	\$.001	No	James T. Wethington, Jr.	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	519,760	Common	\$.001	No	John Bradley Wethington	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	103,952	Common	\$.001	No	Jimmie A. Robinson III	Shares Issued for UIHC 1 Equity Conversion	Restricted	
03/31/2023	Issuance	2,500,000	Common	\$.001	No	<u>Immudyne Nutritional LLC</u> Control Person for this LLC is Mark McLaughlin	Shares Issued for Services Rendered	Restricted	
09/30/2023 <sup>2</sup>	Shares Returned	40,000,000	Common	\$.001	No	Joshua T. Hanes	Shares Returned in Exchange for Issuance of Common Series B	Restricted	
09/30/2023	Shares Returned	95	Common	\$.001	No	Joshua T. Hanes	Shares Returned in Exchange for Issuance of Common Series B	Restricted	
09/30/2023	Issuance	40,000,000	Common Series B	\$.001	No	Joshua T. Hanes	Shares Issued in Exchange for Surrender of Preferred Shares	Restricted	



							& Common Shares		
10/17/2023	Issuance	1,247,423	Common	\$.001	No	Dudley Anderson	Shares Issued for UIHC 1 Equity Conversion	Restricted	
12/08/2023	Shares Returned	30,000,000	Common	\$.001	No	Michael Labertew Trustee of Irrevocable Share Trust	Lost Certificate Found at TA Offices		
03/26/2024	Issuance	720,000	Common	\$.001	No	Emily Higgins	Shares Issued for Services Performed	Restricted	
03/26/2024	Issuance	50,000	Common	\$.001	No	Eric Willeitner	Shares Issued for Services Performed	Restricted	
03/26/2024	Issuance	50,000	Common	\$.001	No	Jeffrey Johnson	Shares Issued for Services Performed	Restricted	
03/26/2024	Issuance	510,000	Common	\$.001	No	Michael Trainer	Shares Issued for Services Performed	Restricted	
08/26/2024	Issuance	6,393,042	Common	\$.001	No	Mark McLaughlin, Jr.	Shares Issued for UIHC 1 Equity Conversion	Restricted	
08/26/2024	Issuance	6,393,042	Common	\$.001	No	James McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
08/26/2024	Issuance	6,393,042	Common	\$.001	No	Faith McLaughlin	Shares Issued for UIHC 1 Equity Conversion	Restricted	
08/26/2024	Issuance	6,393,042	Common	\$.001	No	Genevieve Burchett	Shares Issued for UIHC 1 Equity Conversion	Restricted	
08/26/2024	Issuance	25,000,000	Common	\$.001	No	Joshua Todd Hanes	Shares Issued under Revised Executive Compensation Plan	Restricted	
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>09/30/2024</u> Common: 334,889,071									
Preferred: <u>0</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

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

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

\_\_\_\_\_

## B. Promissory and Convertible Notes

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

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

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
09/30/2021	\$0 <sup>5</sup>	\$20,000.00	\$0.00	05/24/2022	N/A (zero outstanding balance)	David M. Clark	Note Acquired in Uplift Aerospace Acquisition
09/30/2021	\$20,000.00	\$20,000.00	\$1,000.00	12/31/2023	No Conversion Rights	Heather Van Duker	Note Acquired in Uplift Aerospace Acquisition
09/30/2021	\$10,000.00	\$10,000.00	\$1,000.00	12/31/2023	No Conversion Rights	Jeffrey Johnson	Note Acquired in Uplift Aerospace Acquisition
09/30/2021	\$7,500.00	\$7,500.00	\$750.00	12/31/2023	No Conversion Rights	Eric Willeitner	Note Acquired in Uplift Aerospace Acquisition
04/22/2022	\$315,900.00	\$500,000.00	\$40,000.00	07/31/2023	No Conversion Rights	Portfolio Capital Control Person is Tyler Stample	Raise Capital for Business Growth
06/17/2022	\$0.00	\$8,500.00	\$0.00	07/17/2022	N/A (zero outstanding balance)	Heather Van Duker	Short-Term Loan for Payment of Business Expenses
02/01/2023	\$0.00	10,000.00	\$0.00	12/31/2023	No Conversion Rights	David M. Clark	Short-Term Loan for Payment of Business Expenses

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

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

\_\_\_\_\_

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

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

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

The Company's business operations, at present, are conducted through its subsidiary, Uplift Aerospace, Inc.

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

Uplift Aerospace, Inc..

- C. Describe the issuers' principal products or services.

Uplift Aerospace is an educational software solutions company focused on student workforce development. Moreover, the Company provides students and teachers with comprehensive space mission solutions, including astronaut training (both in-person and VR), mission design, and access to suborbital and orbital flights. By integrating astronaut training simulations and real-world space mission design into K-12 curriculums, Uplift's software provides hands-on, engaging learning tools that build interest and proficiency in science and technology.

Over the past three years, Uplift Aerospace has secured agreements with NASA, Blue Origin, Orbital Reef Space Station, University of Arizona, University of Wisconsin, and the University of Central Florida. The ultimate objective of the Company is to run its businesses in order to create shareholder value, while exercising sound corporate governance to ensure the interests of the Company's management and shareholders are completely aligned.

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

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

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Issuer is currently renting office space at 1090 Center Drive, Park City, UT 84098.

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

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

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

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

The Company's Board of Director's includes:

Josh Hanes, CEO & Chairman – Mr. Hanes, an accomplished executive with a solid foundation in physics, is the Founder and CEO of Uplift Aerospace and serves as the President of the Board for NRP Stone. With an educational background from the University of Utah, where he graduated with honors in Physics, Hanes embarked on his career focusing on the technical aspect of the space industry. Initially, he worked on a proposal for an advanced ion propulsion system alongside Dr. Steve Howe, and further developed his expertise by researching thermal drift reduction techniques in the university's Atomic Force Microscopy Lab. His honors thesis, which compared nuclear thermal propulsion with traditional chemical rockets and provided trajectory analysis for low-orbit Earth to Mars missions, was published in 2016. Leveraging his deep understanding of both the space industry and private equity, Hanes subsequently took on diverse projects including managing a multimillion-dollar equity fund for real estate projects in Texas, and serving as the COO of the Reef Life Foundation. There, he successfully managed large-scale reef restoration projects in the Caribbean, utilizing eco-friendly concrete formulations that promoted sea life without harming the environment. His exploration of different concrete applications for diverse environmental conditions, combined with his space industry knowledge, led him to establish Uplift Aerospace in 2019. Through his leadership, Hanes has positioned the company at the forefront of the space commerce industry, embodying his unique blend of scientific expertise and executive acumen.

Jeffrey Johnson, Treasurer – Mr. Johnson is an accomplished business executive who's spent more than fifteen years overseeing successful business operations. His skillset includes government relations, contract negotiations, and budget analysis. Johnson graduated with honors from The University of Utah's Masters of Public Administration program with an emphasis on governmental and organizational management. He has gone on to work for governmental agencies where he's been responsible for contract negotiation, budget tracking, and contractor performance oversight. At Uplift Aerospace, Johnson is bringing these organizational skills to negotiate and coordinate with government agencies like NASA as well as private corporations like Blue Origin. His experience with large agencies will allow Uplift to continue growing into a premier technology company while forging deep business ties.

Eric Willeitner – Mr. Willeitner is an accomplished mechanical engineer with experience developing components for military, space, and commercial aerospace. He excels in coordinating and collaborating with multi-disciplined engineering groups to meet shared goals. Willeitner received a BS in Mechanical Engineering from Utah State University in 2014. Upon graduating, he began working as a Fluid Control Design Engineer for RAM company. He was promoted to the Engineering Lead of Test Systems and Tooling where he increased project success rates by coordinating product testing and manufacturing development. Willeitner brings his deep engineering understanding to Uplift Aerospace. As the company moves forward with its plans for the Constellation Vault, the Suborbital Triptych, and the Moon Cast, Willeitner's engineering skills will assist Uplift in understanding and designing solutions to meet the challenges ahead.

Mark McLaughlin, Sr. – Mr. McLaughlin has served as an Advisor to Uplift Aerospace's President since 2021 and is a member of the Board of Directors. He brings significant expertise in raising capital, marketing, and corporate development. Since 2018, Mr. McLaughlin has been the CEO of Immudyne Nutritional, an FDA-registered facility that manufactures clinically tested proprietary yeast beta glucan for immune support and additionally manufactures custom-formulated gummies. From 2011 to 2018, he was the President and CEO of Immudyne, Inc. (now Life MD), where he played an integral role in SEC filings and in successfully pursuing the prosecution of several intellectual property matters. Since 1994, he has also been the President of McLaughlin International, Inc., a management consulting firm. He is a graduate of The College of Holy Cross.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Joshua Hanes	President / Director and More Than 5% Owner	1090 Center Park Dr. Park City, UT 84098	65,010,000 <sup>3</sup>	Common	19.41%	
Eric Willeitner	Secretary / Director	1090 Center Park Dr. Park City, UT 84098	1,650,000	Common	0.49%	
Jeffrey Johnson	Treasurer / Director	1090 Center Park Dr. Park City, UT 84098	250,000	Common	0.074%	
Mark McLaughlin	Director and More than 5% Owner	1090 Center Park Dr. Park City, UT 84098	76,145,721 <sup>4</sup>	Common	22.73%	
David M. Clark	More Than 5% Owner	1090 Center Park Dr. Park City, UT 84098	26,792,498	Common	8.00%	

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

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

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

None

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

None

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

None

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

<sup>3</sup>This includes both Common Shares and Common Series B Shares of the Company's Stock.

<sup>4</sup>This includes all Common Shares and Common Series B Shares held by Mr. McLaughlin and all Common Shares held by Immudyne Nutritional, LLC for which he is the Control Person.

None

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

None

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

None

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

None

#### **8) Third Party Service Providers**

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

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Trent J. Waddoups, CARR & WADDOUPS  
Address 1: 8 East Broadway, Suite 609  
Address 2: Salt Lake City, UT 84111  
Phone: 801-363-0888  
Email: [trent@cw-law.net](mailto:trent@cw-law.net)

#### Accountant or Auditor

Name: Benjamin Young  
Firm: STAYNER BATES P.C.  
Address 1: 510 South 200 West, Suite 200  
Address 2: Salt Lake City, UT 84101  
Phone: 801-531-9100  
Email: [byoung@stayner.com](mailto:byoung@stayner.com)

#### Other Service Providers

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

Name: None

**9) Disclosure & Financial Information**

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

Name: Trent J. Waddoups  
Title: J.D.  
Relationship to Issuer: Attorney

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: Benjamin Young  
Title: C.P.A.  
Relationship to Issuer: Accountant

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> **Certified Public Accountant.**

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.

The Company attaches hereto items b – f and incorporates the same as though fully set forth here.

\*\*\*\*Remainder of Page Intentionally Left Blank\*\*\*\*

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

## 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, Joshua Todd Hanes, CEO and President of NRP Stone, Inc. certify that:

1. I have reviewed this Quarterly Disclosure Statement for NRP Stone, Inc. for March 31, 2024;
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.

November 12, 2024

/s/ Joshua Todd Hanes

Joshua Todd Hanes, CEO & President

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

*Principal Financial Officer:*

I, Jeffrey Johnson, Treasurer of NRP Stone, Inc. certify that:

1. I have reviewed this Quarterly Disclosure Statement for NRP Stone, Inc. for March 31, 2024;
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.

November 12, 2024

/s/ Jeffrey Johnson

Jeffrey Johnson, Treasurer

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



**NRP STONE, INC AND SUBSIDIARY**

**Financial Statements**

**September 30, 2024 and 2023**

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**NRP STONE, INC AND SUBSIDIARY**

Consolidated Balance Sheets

(unaudited)

	<u>ASSETS</u>	
	<u>September 30, 2024</u>	<u>September 30, 2023</u>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 122,802	\$ (2,607)
Accounts Receivable	34,525	15,000
Cryptocurrency	8,253	7,128
Prepaid expenses	-	550
	<hr/>	<hr/>
Total Current Assets	165,580	20,071
<b>FIXED ASSETS</b>		
Equipment, net	6,515	-
	<hr/>	<hr/>
Total Fixed Assets	6,515	-
<b>OTHER ASSETS</b>		
Website	3,751	5,419
Equipment	-	-
Goodwill	26,669	30,619
Investment in subsidiary	-	-
Other assets	400,000	3,310,000
	<hr/>	<hr/>
Total Other Assets	430,420	3,346,038
<b>TOTAL ASSETS</b>	<u>\$ 602,515</u>	<u>\$ 3,366,109</u>
	<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	
<b>LIABILITIES</b>		
Accounts payable	\$ 21,969	\$ 21,969
Credit card payables	-	58,895
Credit line	16,900	-
Unsecured notes payable - related party	310,900	378,400
Unsecured noncurrent payables	62,500	-
Noncurrent payables	60,000	2,260,000
	<hr/>	<hr/>
Total Liabilities	472,269	2,719,264
<b>STOCKHOLDERS' EQUITY</b>		
Common stock class A (Par \$0.001), 460,000,000 authorized, 334,889,071 and 40,000,000 issued and outstanding	334,889	311,790
Common stock class B (Par \$0.001), 40,000,000 authorized, 40,000,000 and 0 issued and outstanding	40,000	40,000
Paid in capital in excess of par value	1,271,843	1,281,208
Noncontrolling interest	38,351	317,351
Retained deficit	(1,554,837)	(1,303,504)
	<hr/>	<hr/>
Total Stockholders' Equity	130,246	646,845
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 602,515</u>	<u>\$ 3,366,109</u>

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

**NRP STONE, INC AND SUBSIDIARY**  
Consolidated Statements of Operations  
(unaudited)

	<u>For the nine months ended September 30, 2024</u>	<u>For the nine months ended September 30, 2023</u>
INCOME	\$ 73,941	\$ 22,469
COST OF GOODS SOLD	<u>5,470</u>	<u>212</u>
GROSS MARGIN	<u>68,471</u>	<u>22,257</u>
OPERATING EXPENSES		
Bank service charge	6,421	14,131
Amortization expense	4,214	4,215
Depreciation expense	2,172	-
Business licensing and fees	-	1,647
Computer expense	7,792	7,698
Insurance expense	1,500	2,091
Interest expense	-	892
Legal expense	8,915	8,140
Marketing expense	19,309	19,681
Meals and travel expense	1,646	111
Office Supplies	67	297
Payroll expense	-	132
Rent expense	13,924	14,265
Research and development	(200,000)	-
Travel expenses	14,991	10,204
Professional fees	<u>122,901</u>	<u>181,533</u>
OPERATING EXPENSES	<u>3,852</u>	<u>265,037</u>
OTHER INCOME		
Gain on cryptocurrency	1,523	1,496
Loss on impairment of painting	(710,000)	-
Gain on sale of subsidiary	<u>58,682</u>	<u>78,162</u>
TOTAL OTHER INCOME	<u>(649,795)</u>	<u>79,658</u>
NET INCOME (LOSS)	<u>(585,176)</u>	<u>(163,122)</u>
LESS NONCONTROLLING INTEREST ALLOCATION OF LOSS	<u>(340,500)</u>	<u>-</u>
NET INCOME (LOSS)	<u>\$ (244,676)</u>	<u>\$ (163,122)</u>

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

**NRP STONE, INC AND SUBSIDIARY**  
Consolidated Statement of Stockholders' Equity (Deficit)  
(unaudited)

	<u>Common Stock - Class A</u>		<u>Common Stock - Class B</u>		<u>Paid in Capital in Excess of Par Value</u>	<u>Noncontrolling Interest</u>	<u>Retained Deficit</u>	<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balance, December 31, 2023	282,986,903	\$ 282,987	40,000,000	\$ 40,000	\$ 1,311,208	\$ 332,706	\$ (1,310,161)	\$ 373,753
Shares issued in exchange of UIHC 1 ownership	51,902,168	51,902	-	-	(39,365)	46,145	-	58,682
Net loss for the nine months ended September 30, 2024	-	-	-	-	-	(340,500)	(244,676)	(585,176)
Balance, September, 30 2024	<u>334,889,071</u>	<u>\$ 334,889</u>	<u>40,000,000</u>	<u>\$ 40,000</u>	<u>\$ 1,271,843</u>	<u>\$ 38,351</u>	<u>\$ (1,554,837)</u>	<u>\$ (152,741)</u>

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

**NRP STONE, INC AND SUBSIDIARY**  
Consolidated Statement of Stockholders' Equity (Deficit)  
(unaudited)

	Preferred Stock		Common Stock - Class A		Common Stock - Class B		Paid in Capital in Excess of Par Value	Noncontrolling Interest	Retained Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, December 31, 2022	95	\$ 1	327,547,942	\$ 327,548	-	\$ -	\$ 1,091,208	\$ 413,238	\$ (1,140,382)	\$ 364,064
Shares issued in exchange of UIHC 1 ownership	-	-	21,741,538	21,742	-	-	145,000	(95,887)	-	49,113
Shares issued for services rendered	-	-	2,500,000	2,500	-	-	22,500	-	-	22,500
Shares exchanged	(95.00)	(1.00)	(40,000,000)	(40,000)	40,000,000	40,000	22,500	-	-	62,500
Net loss for the nine months ended September 30, 2023	-	-	-	-	-	-	-	-	(163,122)	(163,122)
Balance, September 30, 2023	-	\$ -	311,789,480	\$ 311,790	40,000,000	\$ 40,000	\$ 1,281,208	\$ 317,351	\$ (1,303,504)	\$ 335,055

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

**NRP STONE, INC AND SUBSIDIARY**  
Consolidated Statements of Cash Flows  
(unaudited)

	<u>For the nine months ended September 30, 2024</u>	<u>For the nine months ended September 30, 2023</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (244,676)	\$ (163,122)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization expense	4,214	4,215
Depreciation expense	2,172	-
Loss on impairment of art	710,000	-
Increase (decrease) in prepaid expenses	550	(550)
Increase (decrease) in cryptocurrency	(1,523)	4,419
Increase in accounts receivable	(15,825)	(15,000)
Decrease in accounts payable	-	21,969
Increase in credit card payable	(59,351)	14,244
Increase (decrease) in line of credit	16,900	-
Increase in accounts payable related party	(5,000)	10,000
Net Cash Provided by (Used in) Operating Activ	<u>407,461</u>	<u>(123,825)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Common Shares	(281,818)	118,355
Net Cash Provided by (Used in) Financing Activ	<u>(281,818)</u>	<u>118,355</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	125,643	(5,470)
<b>CASH AT BEGINNING OF PERIOD</b>	<u>(2,841)</u>	<u>2,863</u>
<b>CASH AT END OF PERIOD</b>	<u>\$ 122,802</u>	<u>\$ (2,607)</u>
<b>SUPPLEMENTAL DISCLOSURES</b>		
Cash Paid For:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

The accompanying financials were not subject to an audit, review, or compilation.  
The accompanying notes are an integral part of these financial statements.

## **NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

NRP Stone, Inc. was originally incorporated under the laws of the state of Colorado on June 21, 1983, under the name Leesburg Land & Mining, Inc. On March 11, 1998, the Company approved the change of its domicile from Colorado to Nevada. On January 8, 1999, the Company changed its name to Intelliquis International, Inc. On March 6, 2007, the Company changed its name to NRP Stone, Inc. The shares of the Company trade on the Over-the-Counter Bulletin Board under the symbol, "NRPI."

On June 30, 2021, the Company acquired an 80% controlling interest in Uplift Aerospace LLC. On February 17, 2022, the Company acquired the remaining 20% interest in Uplift Aerospace LLC and now owns the entire entity.

During the three months ended September 30, 2021, the Company spun off a subsidiary, UIHC 1 LLC, and contributed artwork into that entity, and then sold 27.14% of the ownership of the entity. NRP Stone then acquired a 17.56% interest in stock conversions resulting in net ownership of 90.41% of the entity.

NRP Stone, Inc. and its subsidiaries are collectively referred to herein as "the Company."

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

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements which conform to U.S. generally accepted accounting principles. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of financial statements. The following policies are considered to be significant:

### Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include the accounts of NRP Stone, Inc., and its subsidiaries, Uplift

The accompanying financials were not subject to an audit, review, or compilation. The accompanying notes are an integral part of these consolidated financial statements.



Aerospace LLC and UIHC 1 LLC. All significant intercompany transactions and balances have been eliminated.

### Basis of Accounting

The financial statements of the Company are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America. The Company has elected a calendar year-end.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents, unless held for reinvestment as part of the investment portfolio, pledged to secure loan agreements or otherwise encumbered. The carrying amount approximates the fair value because of the short maturities of those instruments.

### Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Minor repairs and maintenance are expensed as incurred, whereas major improvements are capitalized. When property and equipment are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. The Company uses other depreciation methods (generally accelerated) for tax purposes where appropriate.

### Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. The Organization evaluates the recoverability of long-lived assets by measuring the carrying amounts of the assets against the estimated undiscounted cash flows associated with these assets. At the time such evaluation indicates that the future undiscounted cash flows of certain long-lived assets are not sufficient to recover the assets' carrying value, the assets are adjusted to their fair value (based upon discounted cash flows). During the nine months ended September 30, 2024, a valuation was performed for the artwork included in the other assets. This asset was impaired down to the fair market value. Because the noncurrent payables associated with this asset are contingent upon the value of the asset, there was a corresponding decrease in the liability and the net impact to the financial statements was a loss of \$710,000.



## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses, including functional allocations during the reporting period. Actual results could differ from those estimates. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances in making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. While actual results could differ from those estimates, management believes that the estimates are reasonable.

Key estimates made in the accompanying financial statements include, among others, the useful economic lives and recovery of long-lived assets and contingencies.

### Concentrations of Risk

The Company maintains its cash in bank deposit accounts which, at times, may exceed the federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to certain limits. The Company has not experienced any losses in such accounts or lack of access to its cash, and believes it is not exposed to a significant risk of loss with respect to cash. However, no assurance can be provided that access to the Company's cash will not be impacted by adverse economic conditions in the financial markets.

On September 30, 2024 and 2023, the Company had in its bank accounts no funds in excess of the \$250,000 per depository institution that is federally insured.

### Contingencies

Certain conditions may exist as of the date that these financial statements are issued which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities and such assessments inherently involve the exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Contingencies (Continued)

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability is accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, is disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee is disclosed.

### Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued expenses, and shareholder loans. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Financial assets and liabilities recorded at fair value on the balance sheets are categorized based on a fair value hierarchy established by GAAP, which prioritizes the inputs used to measure fair value into the following levels:

Level 1— Quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2— Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable and can be corroborated by observable market data.

Level 3— Inputs reflecting management’s best estimates and assumptions of what market participants would use in pricing assets or liabilities at the measurement date. The inputs are unobservable in the market and significant to the valuation of the instruments.

Financial instruments’ categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

## NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue Recognition

The Company recognizes revenue when it is realized or realizable and earned less estimated future doubtful accounts. The Company considers revenue realized or realizable and earned by evaluating our revenue contracts with customers based on the five-step model under ASC 606:

1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to separate performance obligations; and
5. Recognize revenue when (or as) each performance obligation is satisfied.

### Recent Accounting Pronouncements

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force) did not or are not believed to have a material impact on the Company's present or future financial statements.

## NOTE 3 - RELATED PARTY TRANSACTIONS

The Company acquired loans from 4 officers/shareholders summarized in the below table:

Name	Loan Amount	Interest Rate	Maturity
Heather Van Duker	\$20,000	5%	December 31, 2026
Jeffrey Johnson	\$10,000	10%	December 31, 2026



Eric Willeitner	\$7,500	10%	December 31, 2026
Heather Van Duker	\$15,000	1%	December 31, 2026
David Clark	\$10,000	8%	December 31, 2026

During the year that ended December 31, 2022, an unsecured promissory note was signed for funds that were advanced to the Company for \$500,000, payments were made on this unsecured note in the amount \$189,100, leaving a remaining balance of \$310,900. As of September 30, 2024 and 2023 the balance remained \$310,900.

#### **NOTE 4 - STOCKHOLDERS' EQUITY**

As of December 31, 2022, the Company had 327,547,942 shares of common stock outstanding.

During the year ended December 31, 2023, the Company issued 22,988,961 shares of common stock in an equity conversion for shareholders of UIHC, LLC. The Company issued 2,500,000 shares of common stock for services rendered.

The Company has authorized the issuance of up to 500,000,000 shares of common stock, of which there are 351,789,480 shares outstanding. Of the 500,000,000 common stock, the Company has authorized and issued 40,000,000 shares of common Series B shares, which provide 1:1 ownership and 20:1 voting power to common stock. There were also 30,000,000 shares returned to the treasury.

During the year ended December 31, 2023, the Company held a meeting with a quorum of stockholders and voted to update and reinstate the articles of incorporation with the Nevada Secretary of State.

During the nine months ending September 30, 2024, the Company issued 51,902,168 shares of common stock for services rendered.

#### **NOTE 5 - LIQUIDITY AND GOING CONCERN**

The Company has incurred losses since its inception. Though the Company received revenue in 2024, expenditures and the market downturn led to an overall loss for 2024. These factors create substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might be necessary if the Company is unable to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on the Company generating cash from the sale of its common stock and/or obtaining debt financing and attaining future profitable operations. Management's plans include selling its equity securities and obtaining debt financing to fund its capital requirement and ongoing operations; however, there can be no assurance the Company will be successful in these efforts.

## **NOTE 6 – INTANGIBLE ASSETS**

As of September 30, 2024 and 2023, the website had a basis of \$8,338, and an accumulated amortization balance of \$4,587 and \$2,919, respectively. Amortization expense for the nine months ended September 30, 2024 and 2023, was \$834, respectively.

As of September 30, 2024 and 2023, goodwill had a basis of \$39,509, and an accumulated amortization balance of \$12,840 and \$8,890 respectively. Amortization expense for the nine months ended September 30, 2024 and 2023, was \$1,976, respectively.

## **NOTE 7 – OTHER ASSETS**

As noted in footnote 2 above, the artwork included in other assets was impaired based on an appraisal of its fair market value.

## **NOTE 8 – FIXED ASSETS – EQUIPMENT**

As of September 30, 2024 and 2023, the equipment had a basis of \$8,687, and \$-0-, and an accumulated depreciation balance of \$2,172, and \$-0-, respectively. Depreciation expense for the nine monthss ended September 30, 2024 and 2023, was \$2,172, and \$-0-, respectively.

## **NOTE 9 – SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through November 13, 2024, the date on which the financial statements were available to be issued, and noted no material subsequent events that would require adjustment in or disclosure to these financial statements as of September 30, 2024.