

## Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

### **American Diversified Holdings Corporation**

(A Wyoming Corporation)

122 15<sup>th</sup> Street, Suite 2568

Del Mar, CA 92014

(212) 537-5900

<http://www.universalwellnessai.com/>

<http://www.universalwellnessshop.com>

JC@American-Diversified.com

SIC Code: 6719

### **AMENDED ANNUAL REPORT**

For the Year Ending: July 31, 2024

(the Reporting Period)

#### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

1,258,118,171 common shares issued and outstanding as of September 12, 2024

100,000 shares of Preferred shares B issued and outstanding as of September 12, 2024

*(Current Reporting Period Date or More Recent Date)*

1,258,118,171 common shares issued and outstanding as of July 31, 2024

100,000 shares of Preferred shares B issued and outstanding as of July 31, 2024

*(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.

American Diversified Holdings Corporation  
Critical Care, Inc., until March 2007  
Lasik America, Inc., until October 2004

Current State and Date of Incorporation or Registration: Wyoming, on April 24, 2020  
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:  
Nevada, on March 21, 2001

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

None

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

None

Address of the issuer's principal executive office:

122 15<sup>th</sup> Street, Suite 2568  
Del Mar, CA 92014

Address of the issuer's principal place of business:

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

X

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**

Transfer Online, Inc.  
512 SE Salmon Street  
Portland, OR 97214  
503-227-2950  
[www.transferonline.com](http://www.transferonline.com)

**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:	ADHC
Exact title and class of securities outstanding:	Common Stock
CUSIP:	02541R 30 0
Par or stated value:	\$0.001 par value
Total shares authorized:	3,000,000,000 as of September 12, 2024
Total shares outstanding:	1,258,118,171 as of September 12, 2024
Total number of shareholders of record:	167 as of September 12, 2024

**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.*

Trading symbol:	No Trading Symbol
Exact title and class of securities outstanding:	Preferred Shares Class B
CUSIP:	None
Par or stated value:	\$0.001 par value
Total shares authorized:	200,000 as of September 12, 2024
Total shares outstanding:	100,000 as of September 12, 2024
Total number of shareholders of record:	1 as of September 12, 2024

Trading symbol:	No Trading Symbol
Exact title and class of securities outstanding:	Series Class C Convertible Preferred Stock
CUSIP:	None
Par or stated value:	\$0.001 par value
Total shares authorized:	200,000 as of September 12, 2024
Total shares outstanding:	100,000 as of September 12, 2024
Total number of shareholders of record:	1 as of September 12, 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.

Shares of common stock are entitled to one vote per share

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

#### Series B Preferred Share

Each issued and outstanding Series B Preferred Share shall be entitled to the number of votes equal to the result of (i) the number of shares of common stock of the Company (the "Common Stock") issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series B Preferred Shares issued and outstanding at the time of such vote, at each such meeting of shareholders of the Company with respect to any and all matters presented to the shareholders by the Company for their actin or consideration, including the election of directors. Except as provided by law, holders of Series B Preferred Shares shall vote together with the holders of common shares as a single class.

The Company shall not amend, later or repeal the Series B Preferred Shares without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series B Preferred Shares, given in writing or by vote at a meeting consenting or voting (as the case may be) separately as a class. Each Series B Preferred Share shall automatically be converted into 10,000 shares of common stock of the Company at any time at the option of the holder. No fractional shares of common stock shall be issued upon conversion of the Series B Preferred Shares.

#### Series Class C Convertible Preferred Stock

All 100,000 issued and outstanding Series Class C Convertible Preferred Stock have no voting rights. The Conversion Rate shall be the number of common stock shares, at the market price at an amount equal to the dollar amount due to the Stockholder at the time of the conversion of debt to these Series Class C Convertible Preferred Stock that amount being \$2,593,896 worth of common stock at the closing price of the previous day. The debt amount will be removed from the financial statement at the next quarterly filing

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

None

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

None

### **3) Issuance History**

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

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

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

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

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

Number of Shares outstanding as of July 31, 2023		Opening Balance: Common 1,071,118,171 Preferred: 100,000 Series A		*Right-click the rows below and select "Insert" to add rows as needed.					
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
August 22, 2024	Issuance	100,000	Class C Convertible Preferred	\$0.001	No	Ernest B. Remo	Issued in exchange for debt due	Restricted	None
July 3, 2023	Issued	80,000,000	Common	\$0.0008	No	International Capital Advisors Group ("ICAG") (Control Person is Pat Rost)	Compensation	Restricted	None
June 5, 2024	Issuance	107,000,000	Common	\$0.0012	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
March 1, 2024	Issuance	25,000,000	Common	\$0.0011	No	John A. Cacchioli, Esq.	Compensation	Restricted	None
March 1, 2024	Issuance	65,000,000	Common	\$0.0011	No	Peartree Technical Consulting LLC (Control Person Andrew Birnbaum.)	Compensation	Restricted	None
January 22, 2024	Issuance	47,500,000 <sup>1</sup>	Common	\$0.0011	No	Zqkari Innovaciones (Control person is V. Sanchez)	Compensation	Restricted	None
January 22, 2024	Issuance	47,500,000 <sup>2</sup>	Common	\$0.0011	No	Distribuciones Hergomex (Control person is C.A. Jimenez)	Compensation	Restricted	None
December 21, 2023	Issuance	95,000,000	Common	\$0.0012	No	Ernest B. Remo	Cancellation of Debt	Restricted	None

<sup>12</sup> The shares contracted for were never provided and a request to return has been made to the shareholder.

May 15, 2023	Issuance	25,000,000	Common	\$0.0024	No	Peartree Technical Consulting LLC (Control Person Andrew Birnbaum.)	Compensation	Restricted	None
May 10, 2023	Issuance	50,000,000	Common	\$0.0024	No	Saveene Corp., Andrea Zecevic	Legal Settlement	Restricted	None
September 26, 2022	Issuance	81,125,000	Common	\$0.0021	No	Saveene Corp., Andrea Zecevic	Legal Settlement	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0046	No	Frymoo Gestion SL (Control person is Jacinto Rodenas Jiminez)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	12,500,000	Common	\$0.0046	No	Rolen Ferlo SL (Control person is Marta Prat Sanchez)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,000,000	Common	\$0.0046	No	Promoclonia Networks CL (Control person is Sergio Bellosta Suarez)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0046	No	JAM Emprearial CL (Control person is Jose Antionia Masana)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0046	No	Win Win Invest Consulting SL (Control person is Xiavier-Joan Masana)	Cancelled pursuant to Court Order	Restricted	None
May 8, 2023	Cancellation	62,500,000	Common	\$0.0038	No	RC Tourists Cruise SL (Control person is Xavier-Joan Massana Modrono)	Cancelled pursuant to Court Order	Restricted	None
April 17, 2023	Issuance	80,000,000	Common	\$0.0021	No	CEDE & CO	Removal of restrictive legend for Ernest Remo from shares issued April 20, 2015	Unrestricted	144
April 17, 2023	Cancelled	80,000,000	Common	\$0.0075	No	International Capital Advisors Group ("ICAG") (Control Person is Pat Rost)	Return of Shares	Restricted	None
March 14, 2023	New Issuance	28,000,000	Common	\$0.0029	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
March 13, 2023	New Issuance	50,000,000	Common	\$0.0029	No	Ernest B. Remo	Cancellation of Debt	Restricted	None
December 9, 2022	New Issuance	80,000,000	Common	\$0.0029	No	International Capital Advisors Group ("ICAG") (Control Person is Pat Rost)	Consulting Fees	Restricted	None

Shares Outstanding on July 31, 2024	<u>Ending Balance:</u> Common: 1,128,118,171 (see footnote 11) Preferred: 100,000 Series A	
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**Example:** A company with a fiscal year end of December 31, 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:

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## 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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
<u>4/13/2018</u>	<u>\$254,981</u>	<u>\$308,000</u>	<u>\$53,981</u>	<u>January 1, 2023</u>	<u>Conversion right has been cancelled</u>	<u>Ernest Remo</u>	<u>Loan to Company, 107,000,000 shares issued for reduction of \$107,000.00</u>
<u>5/15/2018</u>	<u>\$561,805</u>	<u>\$480,000</u>	<u>\$81,805</u>	<u>January 1, 2023</u>	<u>Conversion right has been cancelled</u>	<u>Ernest Remo</u>	<u>Loan to Company</u>
<u>6/19/2019</u>	<u>\$1,360,148</u>	<u>\$1,226,289</u>	<u>\$133,859</u>	<u>January 1, 2023</u>	<u>Conversion right has been cancelled</u>	<u>Ernest Remo</u>	<u>Loan to Company, reinstated from cancelled shares</u>
<u>Various</u>	<u>\$63,323</u>	<u>\$61,038</u>	<u>\$2,285</u>	<u>January 1, 2023</u>	<u>Conversion right has been cancelled</u>	<u>Ernest Remo</u>	<u>Loans to Company</u>

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.otcmarkets.com](http://www.otcmarkets.com)).

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

American Diversified Holdings Corporation operates two e-commerce sites focused on the wellness industry <http://www.universalwellnessshop.com> and <http://www.universalwellnessai.com>. The business model includes driving traffic to partner sites, generating ad revenue and creating partnership opportunities for other wellness companies.

- B. Please list any subsidiaries, parents, or affiliated companies.

None

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

American Diversified Holdings Corporation operates two e-commerce sites focused on the wellness industry <http://www.universalwellnessshop.com> and <http://www.universalwellnessai.com>. The business model includes driving traffic to partner sites, generating ad revenue and creating partnership opportunities for other wellness companies.

## 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.

Business is conducted from the executive office which maintains and services our corporate websites.

## 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.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
John A. Cacchioli, Esq.	Sole Officer/Director	99 Tulip Avenue, Suite 108, Floral Park, NY 11001	25,000,000	Common	2.3%	Issued for compensation
Andrew Birnbaum	Former Sole Officer/Director	11700 W Charleston Blvd., Suite 170-174, Las Vegas, NV 89135	90,000,000	Common	8.18%	Issued for compensation
Saveene Corp., Andrea Zecevic	5% Owner	500 S Australian Ave #600 West Palm Beach Fl 33401	131,500,000	Common	12.2%	Settlement of Legal Action
Ernest B. Remo	Former Sole Officer/Director/Owner of majority control	Del Mar, CA 92014	160,000	Common	0.0001%	Shares of common stock has been issued in exchange for debt cancellation
Ernest B. Remo	Sole Officer/Director/Owner of majority control	Del Mar, CA 92014	100,000	Preferred Series B	100%	Series B Preferred shares gives Mr. Remo the voting equivalent of 50.1% of the total issued and outstanding common shares.

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

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).

Morgan E. Petitti, Esq.  
118 W. Streetsboro Road  
Suite 317  
Hudson, OH 44236  
Telephone: 330.697.8548  
E-Mail: [PetittiLaw@gmail.com](mailto:PetittiLaw@gmail.com)

Accountant or Auditor

Mallett and Barnes Tax Service  
6136 Mission Gorge Road  
Suite 125  
San Diego, CA 92120  
(619) 326-0840

Investor Relations Consultant

None

Other Service Providers

None

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: \_\_\_\_\_  
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: **John A Cacchioli, Esq.**  
Title: **CEO**  
Relationship to Issuer: **Control Person**

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: **Jona Barnes**  
Title: **Partner, Mallet & Barnes Tax Service**  
Relationship to Issuer: **Outside Accountant**

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup>

**Bachelor of Science in Business Administration, emphasis in accounting. Passed the C.P.A. Exam. Working in Accounting since 1988.**

Provide the following qualifying financial statements:

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

**Financial Statement Requirements:**

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

**10) Issuer Certification**

*Principal Executive Officer:*

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

The certifications shall follow the format below:

I, John A. Cacchioli, Esq. certify that:

1. I have reviewed this Disclosure Statement for American Diversified Holdings Corporation;
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.

September 12, 2024

/s/ John A. Cacchioli, Esq.

*Principal Financial Officer:*

I, John A. Cacchioli, Esq. certify that:

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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.

1. I have reviewed this Disclosure Statement for American Diversified Holdings Corporation;
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.

September 12, 2024

/s/ John A. Cacchioli, Esq.

**American Diversified Holdings Corporation**

**Balance Sheets**

**(Unaudited)**

	<b>July 31, 2024</b>	<b>July 31, 2023</b>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ - 0	\$ - 0
Prepaid consulting	16,042	- 0
<b>Total current assets</b>	16,042	- 0
<b>Other assets:</b>		
Investments	61,200	61,200
<b>Total other assets</b>	61,200	61,200
	\$ 77,242	\$ 61,200
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>Current liabilities:</b>		
Accrued expenses and other current liabilities	\$ 465,325	\$ 411,500
Due to related parties - Officers, directors and shareholders	2,582,542	2,687,187
<b>Total current liabilities</b>	3,047,867	3,098,687
<b>Shareholders' Equity/(Deficit)</b>		
Preferred stock, Series B \$.001 par value; 200,000 shares authorized, 100,000 shares issued and outstanding at July 31, 2024 and 2023, respectively	100	100
Common stock, \$.000 par value; 3,000,000,000 shares authorized, 1,258,118,171 and 886,118,171 issued and outstanding at July 31, 2024 and 2023, respectively	- 0	- 0
Additional paid-in-capital	19,673,319	19,267,919
Accumulated Deficit	(22,644,044)	(22,305,506)
<b>Total shareholders' equity/(deficit)</b>	(2,970,625)	(3,037,487)
<b>Total liabilities and shareholders' deficit</b>	\$ 77,242	\$ 61,200

*See accompanying notes to condensed consolidated financial statements.*

**American Diversified Holdings Corporation**  
**Statements of Operations**  
**(Unaudited)**

	<b>For the Year Ended July 31, 2024</b>	<b>For the Year Ended July 31, 2023</b>
	<u>                    </u>	<u>                    </u>
<b>Expenses:</b>		
Director's Compensation	\$ - 0	\$ - 0
Consulting	\$ 148,158	\$ 417,750
Salaries and related expenses	53,825	- 0
Professional fees	3,450	206,910
General and administrative	-	-
<b>Total expenses</b>	<u>205,433</u>	<u>624,660</u>
<b>Loss from operations</b>	<u>(205,433)</u>	<u>(624,660)</u>
<b>Other income (expense):</b>		
Interest expense	<u>(133,105)</u>	<u>(132,140)</u>
<b>Total other income (expense)</b>	<u>(133,105)</u>	<u>(132,140)</u>
<b>Net income/(loss)</b>	<u>\$ (338,538)</u>	<u>\$ (756,800)</u>
<b>Basic and diluted loss per common</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
<b>Weighted average shares outstanding - Basic and Diluted</b>	<u>1,004,192,744</u>	<u>367,395,384</u>

*See accompanying notes to condensed consolidated financial statements.*

**American Diversified Holdings Corporation**  
**Statement of Changes in Shareholders' Deficit**  
**For the Period from August 1, 2022 to July 31, 2024**  
**(Unaudited)**

	Preferred Stock Series B	Preferred Stock Series B Amount	Common Stock	Common Stock Amount	Additional Paid-in Capital	Common Stock Subscribed	Additional Paid-in Capital Warrants	Subscription Receivable	Earnings (Deficit) Accumulated	Total
<b>Balance, July 31, 2022</b>	<b>100,000</b>	<b>\$ 100</b>	<b>946,493,171</b>	<b>\$ - 0</b>	<b>20,023,096</b>	<b>\$ - 0</b>	<b>- 0</b>	<b>\$ (1,430,200)</b>	<b>\$ (21,548,706)</b>	<b>\$ (2,955,710)</b>
Stock issued for services		- 0	236,125,000	- 0	611,700			- 0	- 0	611,700
Stock issued for debt		- 0	28,000,000	- 0	63,323			- 0	- 0	63,323
Stock cancelled per settlement		- 0	(324,500,000)	- 0	(1,430,200)			1,430,200	- 0	- 0
Net loss, July 31, 2023									(756,800)	(756,800)
<b>Balance, July 31, 2023</b>	<b>100,000</b>	<b>\$ 100</b>	<b>886,118,171</b>	<b>\$ - 0</b>	<b>19,267,919</b>	<b>\$ - 0</b>	<b>- 0</b>	<b>\$ - 0</b>	<b>\$ (22,305,506)</b>	<b>\$ (3,037,487)</b>
Stock issued for services		- 0	170,000,000	- 0	163,000			- 0	- 0	163,000
Stock issued for debt		- 0	202,000,000	- 0	242,400			- 0	- 0	242,400
Net loss, July 31, 2024									(338,538)	(338,538)
<b>Balance, July 31, 2024</b>	<b>100,000</b>	<b>\$ 100</b>	<b>1,258,118,171</b>	<b>\$ - 0</b>	<b>19,673,319</b>	<b>\$ - 0</b>	<b>- 0</b>	<b>\$ - 0</b>	<b>\$ (22,644,044)</b>	<b>\$ (2,970,625)</b>

*See accompanying notes to condensed consolidated financial statements*

**American Diversified Holdings Corporation**  
**Statements of Cash Flows**  
**(Unaudited)**

	<b>For the Year Ended July 31, 2024</b>	<b>For the Year Ended July 31, 2023</b>
<b>Cash flows from operating activities</b>		
Net loss	\$ (338,538)	\$ (756,800)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Non-cash expenses:		
Accrued interest - related parties	133,105	132,140
Stock based compensation	163,000	611,700
Changes in operating assets and liabilities:		
(Increase) decrease in prepaid consulting	(16,042)	-
Increase (decrease) in accounts payable	-	-
Increase (decrease) in accrued expenses and other current liabilities	53,825	-
<b>Net cash provided by operating activities</b>	<b>(4,650)</b>	<b>(12,960)</b>
<b>Cash flows from financing activities</b>		
Payments on loans to related parties - Directors and stockholders	-	-
Proceeds on loans from related parties - Directors and stockholders	4,650	12,960
<b>Net cash provided by financing activities</b>	<b>4,650</b>	<b>12,960</b>
Increase in cash	0	-
Cash at beginning of period	-	-
Cash at end of period	\$ 0	\$ -
<b>Supplemental Cash Flow Information:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Common stock issued in conversion of accrued directors fees	\$ 128,400	\$ -
Common stock issued in conversion of convertible notes payable	\$ 114,000	\$ -

*See accompanying notes to condensed consolidated financial statements.*

**AMERICAN DIVERSIFIED HOLDINGS CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JULY 31, 2024**

**NOTE 1 – THE COMPANY AND BASIS OF PRESENTATION**

American Diversified Holding Corporation (“ADHC”) was incorporated in the state of Nevada on March 21, 2001, as Lasik America, Inc. and on October 26, 2004, the Company changed its name to Critical Care, Inc. to reflect a change in the Company’s focus of activities. On March 10, 2007, The Company’s name was changed to American Diversified Holdings Corporation to reflect of the business focus to a consulting and business development company.

On March 30, 2021, the Company announced that it has formally changed its name to Universal Wellness Holding Corp to further align our corporate direction into the wellness arena. We have applied for a new ticker symbol. On April 27, 2021, the Company changed its domicile to the State of Wyoming. On September 26, 2022, the name of the Company was changed back to its original name, American Diversified Holdings Corporation and the request for a symbol change was dropped.

On October 4, 2021, the Company amended its Articles of Incorporation in the State of Wyoming to increase its authorized preferred stock to 200,000 shares of Preferred Stock. There are currently 100,000 shares of preferred stock issued and outstanding.

On October 4, 2021, the Company amended its Articles of Incorporation in the State of Wyoming to increase its authorized preferred stock to 200,000 shares of Preferred Stock.

On May 2, 2022, Universal Wellness Holding Corp fka American Diversified Holdings Corporation (OTC: “ADHC”) announced today that it has entered into a Joint Venture/Acquisition agreement with ROLLS CHOICE (TM). The agreement provides for ADHC to provide funding to ROLLS CHOICE. A royalty will be paid to ADHC from the gross sales of Rolls Choice line of cannabis related adhesive products. After a due diligence period and further research into the development of ROLLS CHOICE product line, the parties anticipate that ADHC will acquire all the assets of ROLLS CHOICE. Additionally, Allen Staines, the founder of ROLLS CHOICE will be responsible for all ADHC and Universal Wellness social media sites including Twitter and Instagram. ROLLS CHOICE has applied for a trademark with the USPTO under the application number 972978083.

On May 15, 2023 we appointed Andrew Birnbaum as new Chairman/CEO. Effective March 1, 2024, Andrew Birnbaum resigned as Sole Director and Chairman/CEO of American Diversified Holdings Corporation (the “Company”). John A. Cacchioli, Esq. was appointed by Mr. Birnbaum, effective March 1, 2024, as the Sole director, Chairman/CEO of the Company.

We have financed our operations primarily through cash generated from the sale of our stock and loans to us. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. During the year ended July 31, 2024, and 2023, the Company suffered net losses of \$363,610 and \$756,800, respectively. As of July 31, 2024, the Company had a negative working capital of \$3,032,897 and a stockholders’ deficiency of \$2,971,697. Historically, the Company has sustained its operations primarily through equity and debt financing. These conditions raise

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substantial doubt about the Company's ability to continue as a going concern. In view of these matters, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing, and renegotiating existing obligations. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce, or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern.

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

***(A) Use of Estimates***

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported periods. Actual results could differ from those estimates.

***(B) Cash and Cash Equivalents***

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of six months or less at the time of purchase to be cash equivalents.

***(C) Revenue Recognition***

At the time of the transaction, the Company assesses whether the fee is fixed and determinable based on the payment terms associated with the transaction and whether collectability is reasonably assured. If a significant portion of a fee is due after our normal payment terms, the Company accounts for the fee as not being fixed and determinable. In these cases, the Company recognizes revenue as the fees become due. Where the Company provides or delivers a product or service at a specific point in time and there are no remaining obligations, the Company recognizes revenue upon the delivery of the product or completion of the service.

***(D) Income Taxes***

The Company accounts for income taxes under SFAS No. 109 "Accounting for Income Taxes". Under SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS No. 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company has made no current provision (benefit) for Federal income taxes because of losses since its inception. A valuation allowance has been used to offset the recognition of any deferred tax assets

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arising from net operating loss carry forwards due to the uncertainty of future realization. The use of any tax loss carryforward benefits may also be limited as a result of changes in Company ownership.

**(E) Loss Per Share**

Basic and diluted net loss per share for all periods presented is computed based upon the weighted average number of common shares outstanding and issuable shares as defined by SFAS No. 128, "Earnings Per Share".

**(F) Fair Value of Financial Instruments**

SFAS No. 107, "Disclosures about Fair Value of Financial Instruments", requires disclosures of information about the fair value of certain financial instruments for which it is practicable to estimate that value. For purposes of this disclosure, the fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation.

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts receivable, advances to suppliers, accounts payable and accrued expenses, line of credit, notes payable and short-term secured financing approximate fair value due to the relatively short period to maturity for these instruments.

**(G) Rounding**

All amounts have been rounded to the nearest \$1.00 except for share amounts.

**(H) Reclassifications**

Certain prior year accounts have been reclassified to conform to the current year's presentation.

**NOTE 3 – COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS**

***Other current liabilities***

Accrued expenses consisted of the following:

	<b>July 31, <u>2024</u></b>	<b>July 31, <u>2023</u></b>
Director fees	\$ 411,000	\$ 411,000
Officer's salaries	50,000	-
Advisor fees	<u>500</u>	<u>500</u>
<b>Total accrued expenses</b>	<b><u>\$ 461,500</u></b>	<b><u>\$ 411,500</u></b>

**NOTE 4 – EQUITY**

***Common Stock***

The Company has 3,000,000,000 shares authorized, 1,258,118,171 and 886,118,171 shares were outstanding as of July 31, 2024 and 2023, respectively.

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On December 9, 2022, we issued 80,000,000 shares of its common stock, valued at \$0.0029 per share to a consultant in accordance with an agreement dated July 1, 2018. On April 17, 2023, these shares were cancelled.

On April 17, 2023, we issued 80,000,000 shares of its common stock, valued at \$0.0021 per share to an officer from restricted to unrestricted.

On March 13, 2023, we issued 50,000,000 shares of its common stock, valued at \$0.0025 per share to an officer for replacement of shares cancelled.

On March 14, 2023, we issued 28,000,000 shares of its common stock, valued at \$63,323 for cancellation of debt.

On May 8, 2023, we cancelled 324,500,000 shares as part of the settlement listed in Note 7 – Other events - Legal

On May 10, 2023, we issued 81,125,000 shares of its common stock for legal services as part of the settlement listed in Note 7 – Other events - Legal, valued at \$0.0024.

On May 15, 2023, we issued 25,000,000 shares of its common stock, valued at \$0.0024 per share for services.

On December 21, 2023, we issued 95,000,000 shares, valued at \$114,000 for cancellation of debt.

On March 1, 2024, we issued 90,000,000 shares, valued at \$0.0011 per share for services.

On June 5, 2024, we issued 107,000,000 shares, valued at \$128,400 for cancellation of debt.

On July 3, 2024, we issued 80,000,000 shares, valued at \$0.0008 per share for services.

***Preferred Stock***

On October 4, 2021, the Company amended its Articles of Incorporation in the State of Wyoming to increase its authorized preferred stock to 200,000 shares of Preferred Stock. There are currently 100,000 shares of preferred stock issued and outstanding.

Each issued and outstanding Series B Preferred Share shall be entitled to the number of votes equal to the result of (i) the number of shares of common stock of the Company (the “Common Stock”) issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series B Preferred Shares issued and outstanding at the time of such vote, at each such meeting of shareholders of the Company with respect to any and all matters presented to the shareholders by the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series B Preferred Shares shall vote together with the holders of common shares as a single class.

The Company shall not amend, later or repeal the Series B Preferred Shares without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series B Preferred Shares, given in writing or by vote at a meeting consenting or voting (as the case may be) separately as a class. Each Series B Preferred Share shall automatically be converted into 10,000 shares of common stock of the Company at any time at the option

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of the holder. No fractional shares of common stock shall be issued upon conversion of the Series B Preferred Shares.

**NOTE 5 – NOTES PAYABLE TO OFFICER**

On April 13, 2018, the Company issued a 5% promissory note to a related party, due April 13, 2021, for \$308,000. Interest accrued for this note was \$112,171 at July 31, 2024.

On May 15, 2018, the Company issued a promissory note to a related party, due May 15, 2019, for stock returned for \$480,000. Interest accrued for this note was \$172,117 at July 31, 2024.

On June 6, 2019, the Company cancelled 140,000,000 shares of its common stock and reinstated a note to a related party for 1,226,289 at 5% interest. On December 21, 2023, the principal of \$114,000 was converted to stock. Interest accrued for this note was \$358,828 at July 31, 2024.

At various dates, an officer of the Company loans funds to the Company at 5% interest. On March 14, 2023, 28,000,000 shares were issued for \$63,323 of this debt. On June 5, 2024, 107,000,000 shares were issued for \$128,400 of this debt. At July 31, 2024, this note totaled \$17,217 with accrued interest of \$29,918.

**NOTE 6 – OTHER EVENTS – LEGAL**

On February 11, 2021, ADHC announced today that management has interviewed securities litigation counsel seeking advice on initiating legal proceedings for the return of 324 million shares issued by interim management for an acquisition that was never completed. “Rescinding these shares is a positive step in going forward with ADHC’s 2022 plan. We feel it is management’s duty to the shareholders to engage counsel and seek return of these shares which represent almost 40% of the outstanding shares of the Company” stated ADHC management.

On February 17, 2021, the ADHC announced that it has come to the attention of the Company that previous interim management has caused an 8-K to be filed making certain allegations against CEO Ernest Remo and ADHC. All corporate activities conducted by current management have been done in accordance with all federal and state laws and approved by corporate securities and litigation counsel. Shareholders can rest assured that all corporate activities conducted by its CEO and the Company are legally compliant. The current management team is the rightful and legally authorized representatives of ADHC as evidenced by all recent filing on OTC and as a matter of fact since the Company is not a full reporting SEC company and as such, we do not file 8-K’s and look forward to resolving any matters in dispute amicably. On November 5, 2021, the Company announced today that the company has filed a lawsuit against Miroslav Zecevic, Mina Mar Marketing Group (“Mina Mar Group”), Mina Mar Corporation, and a group of Spanish entities (among others) involving allegations of serious misconduct perpetrated against ADHC, a public company, Ernest B. Remo, and the ADHC shareholders. The complaint contains allegations of years of improper actions that have caused significant harm to ADHC shareholders. Setting forth claims of conversion and intentional interference with contract against Zecevic (among other claims), the complaint states, “In August and September 2019, Zecevic caused over 300 million ADHC shares to be issued to [the Spanish entities] [however] the monies that were paid for the shares were never received by ADHC. Instead of ensuring that ADHC would be paid for its shares, Zecevic arranged to have the monies

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paid directly to Mina Mar Corp., Zecevic’s own business. ADHC, then a Nevada corporation, received nothing for these substantial share issuances. In addition to directing payment to his company, Zecevic set the price for the shares issued to Tourist Cruise SL (one of the Spanish entities) at 10% of the then-current price as traded on the open market.” In support of these statements, the complaint attaches a purported “bank record from August 12, 2019 directing payment from Tourist Cruise SL to Mina Mar Corp. [not ADHC] for 62,500,000 ADHC shares.” In addition to the claims of financial malfeasance against Zecevic, the complaint also seeks relief from Zecevic’s alleged repeated false statements against ADHC and its management. Included in the body of the complaint are images of a dozen publications and social media statements attributed to Zecevic, upon which the plaintiffs’ claims are based. “[Zecevic’s] false statements are intended to manufacture confusion and doubt about ADHC in the eyes of the public,” the pleading states. Additionally, the complaint avers that “Zecevic caused [American Diversified Holdings Corp., a New York corporation unrelated to ADHC] to be formed and incorporated in New York on October 27, 2021 for the purpose of creating additional confusion with the public about the identity and management of ADHC and to otherwise leverage ADHC’s good name, reputation, and trademarks for his benefit.” According to the complaint, the authorized and legal management team of ADHC, both as a corporation and individually, have been the target of a repeated campaign of false and malicious actions which has resulted in severe deterioration in the market value of ADHC’s stock. “After over two years of enduring the repeated attacks against the shareholders of ADHC this lawsuit sends a statement to the defendants that ADHC management will not sit by and allow the shareholders to be victimized”, stated ADHC management. ADHC is seeking monetary damages and other remedies to ensure that ADHC will no longer endure this wrongful behavior from the named defendants.

On or about March 5, 2021, the Company was served with a lawsuit filed in the United States District Court for the Southern District of New York. The Company filed a motion to dismiss on July 27, 2021, On November 11, 2021, the Company announced the Court in the SAVEENE vs REMO, et al. has denied the Saveene’s request to amend its complaint and ordered the case to be transferred from the South District of New York to Southern District of California consistent with Remo and ADHC’s submissions. The court stated that Saveene’s proposed amendments were “FUTILE” and denied Saveene’s request to amend its complaint finding the request as “APPEAR[ING] TO BE GAMESMANSHIP.”. This decision by the Southern District of New York sends a clear message to the plaintiff that their futile arguments and gamesmanship in the matter will not be tolerated. Defendants anticipate that Remo’s motion to dismiss will now be heard in the Southern District of California. ADHC and its CEO are committed to building shareholder value and will not tolerate any more attacks on the company. On September 26, 2022, the Company announced that the Magistrate Judge in the U.S. District Court for the Southern District of California dismissed the above referenced case with prejudice and has directed the clerk of court to close the case.

Pursuant to a decision by the Eighth Judicial District Court filed January 6, 2023

Clark County, Nevada,  
Case No. A-21-843670-B, Dept. No. XXXL

A judgement for default has been issued against the following defendants for the return of shares improperly issued and notification of such has been sent to the following defendants with the amount of such shares to be cancelled:

Frymoo Gestion SL	62,500,000
Jam Empresarial SL	62,500,000
Promoclonaalia Networks SL	62,000,000

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Rolen Ferlo SL	12,500,000
Tourist Cruise SL	62,500,000
Win Win Invest Consulting SL	<u>62,500,000</u>
Total Shares to be Cancelled	324,500,000

These shares were cancelled on May 8, 2023.

**NOTE 7 – SUBSEQUENT EVENTS**

Management of the Company has evaluated the subsequent events that have occurred through the date of the report and determined that the following subsequent events require disclosure:

On August 22, 2024, the Board of Directors duly adopted the following resolution creating a series of preferred stock designated as the Class C Convertible Preferred Stock, comprised of One Hundred Thousand (100,000) authorized shares.

On August 22, 2024, we issued 100,000 shares of Series C Preferred Stock, valued at \$2,596,896 for cancellation of debt. This debt amount will be removed from the financial statements of the Company at the next quarterly filing.