

**FlexPower, Inc.**  
419 W. Platt St  
Tampa, FL 33606

***FLEXPOWER, INC.***  
***COMPANY INFORMATION AND DISCLOSURE STATEMENT***

**Part A: General Company Information**

As used in this disclosure statement, the terms "we", "us", "our", "FLXP" and the "Company" means, FlexPower, Inc., a Nevada corporation.

**Item I: The exact name of the issuer and its predecessor (if any).**

Current since May, 2014:	FlexPower, Inc.
Name change on Dec. 27, 2007:	Monarc Corporation
Name change on Feb. 27, 2007:	Esprit Financial Group, Inc.
Name change on August 4, 2004:	Cash Now Corp.
Originally on October 11, 2000:	B Com, Inc.

**Item II: The address of the issuer's principal executive offices**

FlexPower, Inc.  
419 Platt Street,  
Tampa, Florida 33606  
Ph. 866-740-2274  
E-mail: [ir@flexpowerinc.com](mailto:ir@flexpowerinc.com)  
Website: <http://www.flexpowerinc.com>

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

*FlexPower, Inc.* was organized under the laws of the State of Nevada on October 11, 2000 as B Com, Inc. In February, 2008, the Company changed its name to Monarc Corporation. In April 2014, the Company filed reinstatement with the Secretary of State of Nevada to bring its status current with the State and changed its corporate name to FlexPower, Inc. in May 2014 to reflect the acquisition of Flex-Power, Inc., its subsidiary organized and exiting under the laws of the State of California. The Company's common shares are quoted on the "Pink Sheets" quotation market under the symbol "FLXP". The Company, through its subsidiary IntelliCash, mainly engages in financial services, namely providing secured collateralized personal, bridge and term loans to individuals and businesses located within the United States of America.

**Part B: Share Structure**

**Item IV: The exact title and class of securities outstanding.**

Security Symbol:	FLXP
CUSIP Number:	33939P 101
Classes:	Common Stock
Authorized:	1,000,000,000
Outstanding:	176,464,531

**Item IV: The exact title and class of securities outstanding (Cont.)**

Security Symbol:	N/A
CUSIP Number:	N/A
Classes:	Convertible Class B Preferred Stock
Authorized:	5,000,000
Outstanding:	3,625,000

**Item V: Par or stated value and description of the security.**

A. Par or Stated Value.

Common Stock: \$ .001 per share  
Convertible Class B Preferred Stock: \$ .001 per share

B. Common or Preferred Stock.

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

Each share of Common Stock is entitled to one vote, which shares do not have pre-emptive rights. Dividends, if any, are declared at the discretion of the Board of Directors.

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

The designation, powers, including voting rights, preferences and any qualifications, limitations, or restrictions of the Preferred Stock will be established from time to time upon the approval by both Directors and Majority Shareholders of Company.

On May 28, 2014, the Board of Directors of the Company authorized and approved the designation of 5,000,000 shares of Convertible Class B Preferred Stock, \$.001 par value, which has the relative rights, privileges, limitations and preferences as set forth below:

***Convertible Class Preferred Stock***

(1) Conversion into Common Stock.

(a) Right to Convert. Each share of Convertible Class B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance (the "Conversion Date") into ten (10) shares of fully paid and non-assessable shares of Common Stock (the "Conversion Ratio").

(b) Mechanics of Conversion. Before any holder shall be entitled to convert, he shall surrender the certificate or certificates representing Preferred Shares to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Company or of any transfer agent, and shall give written notice to the Company at such office that he elects to convert the same. The Company shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Company shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Convertible Class B Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Convertible Class B Preferred Stock to be converted.

- (c) Adjustment to Conversion Ratio.
- (i) Merger or Reorganization. In case of any consolidation or merger of the Company as a result of which holder of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Company to another corporation, the Company shall mail to each holder of Convertible Class B Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Convertible Class B Preferred Stock into shares of Common Stock pursuant to this Section 2 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Company deliverable upon conversion of such Convertible Class B Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 3(a). Unless otherwise set forth by the Board of Directors, the Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Company, or a stock combination (reverse stock split) or stock consolidation by reclassification of the Common Stock. However, once the Convertible Class B Preferred Stock has been converted to Common Stock, it shall be subject to all corporate actions that affect or modify the common stock.
- (d) No Impairment. The Company will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Convertible Class B Preferred Stock against impairment.
- (e) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Ratio of the Convertible Class B Preferred Stock pursuant to this Section 2, the Company at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Convertible Class B Preferred Stock a certificate setting forth such adjustment or readjustment and the calculation on which such adjustment or readjustment is based. The Company shall, upon the written request at any time of any holder of Convertible Class B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustment and readjustment, (ii) the Conversion Ratio for the Convertible Class B Preferred Stock at the time in effect and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Convertible Class B Preferred Stock.
- (f) Notice of Record Date. In the event of any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Company shall mail to each holder of Convertible Class B Preferred Stock at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.
- (g) Common Stock Reserve. The Company shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock as shall from time to time be sufficient to effect conversion of the Convertible Class B Preferred Stock.

- (2) Liquidation Preference. (a) In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (a “Liquidation”), the assets of the Company available for distribution to its stockholders shall be distributed as follows:
- (1) The holders of the Convertible Class B Preferred Stock shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Company to the holders of any other shares of stock of the Company by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Convertible Class B Preferred Stock.
  - (2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Convertible Class B Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Company legally available for distribution shall be distributed among the holders of the Convertible Class B Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.
  - (3) After payment of the full amounts to the holders of Convertible Class B Preferred Stock as set forth above in paragraph (2)(a)(1), any remaining assets of the Company shall be distributed pro rata to the holders of the Convertible Class B Preferred Stock and Common Stock (in the case of the Convertible Class B Preferred Stock, on an “as converted” basis into Common Stock).
- (b) For purposes of this Section 2, and unless a majority of the holders of the Convertible Class B Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Company, unless the Company’s stockholders of records as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Company’s acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.
- (c) If any of the assets of the Company are to be distributed other than in cash under this Section 3, then the board of directors of the Company shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Convertible Class B Preferred Stock or Common Stock. The Company shall, upon receipt of such appraiser’s valuation, give written notice to each holder of shares of Convertible Class B Preferred Stock or Common Stock of the appraiser’s valuation.
- (3) Voting Rights. Except as otherwise required by law, the holders of Convertible Class B Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders’ meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Convertible Class B Preferred Stock shall have one vote for each full share of Common Stock into which a share of Convertible Class B Preferred Stock would be convertible at the ratio of 1:10 on the record date for the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date.
- (4) Limitation. No holder of shares of the Convertible Class B Preferred Stock shall be allowed to vote and convert into any position that would result in the Convertible Class B Preferred Stock Holder to hold more than nine and nine tenths percent (9.9%) of the Company’s outstanding shares of Common Stock.

- (5) Covenants. In addition to any other rights provided by law, the Company shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Convertible Class B Preferred Stock, do any of the following:
- (1) take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Convertible Class B Preferred Stock or increase the number of shares of such series authorized hereby or designate any other series of Convertible Class B Preferred Stock;
  - (2) increase the size of any equity incentive plan (s) or arrangements;
  - (3) make fundamental changes to the business of the Company;
  - (4) make any changes to the terms of the Convertible Class B Preferred Stock or to the Company's Articles of Incorporation or Bylaws, including by designation of any stock;
  - (5) create any new class of shares having preferences over or being on a parity with the Convertible Class B Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Convertible Class B Preferred Stock then outstanding;
  - (6) incur any indebtedness in excess of \$1,000,000;
  - (7) make any change in the size or number of authorized directors;
  - (8) repurchase any of the Company's Common Stock;
  - (9) sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Company or more than 50% of the stock of the Company;
  - (10) make any payment of dividends or other distributions or any redemption or repurchase of common stock or options or warrants to purchase common stock of the Company which would frustrate the right of the Convertible Class B Preferred Stock to its cumulative dividend; or
  - (11) make any sale of additional Convertible Class B Preferred Stock.
- (6) Reissuance. No share or shares of Convertible Class B Preferred Stock acquired by the Company by reason of conversion, all such shares thereafter shall be returned to be the status of unissued shares of Convertible Class B Preferred Stock of the Company.
- (7) Directors. The holders of Convertible Class B Preferred Stock and Common Stock voting together as a class shall be entitled to elect the directors comprising the Board of Directors (and to fill any vacancies with respect thereto).
3. Describe any other material rights of common or preferred stockholders.
- None.
4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.
- None.
- Item VI: The number of shares or total amount of the securities outstanding for each class of securities authorized.**

## **Common Stock**

Period end date:	December 31, 2016
Number of Shares Outstanding:	176,464,531
Number of Shares Authorized:	1,000,000,000
Public Float:	13,852,983
Total Number of beneficial Shareholders <sup>(1)</sup> :	1
Total Number of Shareholders of Record:	195

Period end date:	December 31, 2015
Number of Shares Outstanding:	32,865,530
Number of Shares Authorized:	195,000,000
Public Float:	10,852,983
Total Number of beneficial Shareholders <sup>(1)</sup> :	2
Total Number of Shareholders of Record:	189

Period end date:	December 31, 2014
Number of Shares Outstanding:	25,304,531
Number of Shares Authorized:	195,000,000
Public Float:	5,799,995
Total Number of beneficial Shareholders <sup>(1)</sup> :	2
Total Number of Shareholders of Record:	178

<sup>(1)</sup> Shareholders currently hold more than 5%

## **Preferred Stock**

Period end date:	December 31, 2016
Number of Shares Outstanding:	3,625,000
Number of Shares Authorized:	5,000,000
Public Float:	0
Total Number of beneficial Shareholders <sup>(2)</sup> :	2
Total Number of Shareholders of Record:	2

Period end date:	December 31, 2015
Number of Shares Outstanding:	3,700,000
Number of Shares Authorized:	5,000,000
Public Float:	0
Total Number of beneficial Shareholders <sup>(2)</sup> :	3
Total Number of Shareholders of Record:	5

Period end date:	December 31, 2014
Number of Shares Outstanding:	1,000,000
Number of Shares Authorized:	5,000,000
Public Float:	0
Total Number of beneficial Shareholders <sup>(2)</sup> :	4
Total Number of Shareholders of Record:	4

<sup>(2)</sup> Shareholders currently hold more than 5%

## **Part C: Business Information**

**Item VII: The name address of the transfer agent**

Heritage U.S. Transfer Corp.  
80 Richmond Street West, Suite 501  
Toronto, ON M5H 2A4

Note: Heritage U.S. Transfer Corp. is a registered transfer agent with the U.S. Securities and Exchange Commission

**Item VIII: The nature of the issuer's business****A. Business Development:**

FlexPower, Inc., a Florida based public holding company incorporated in Nevada. FlexPower, Inc. was organized under the laws of the State of Nevada on October 11, 2000 as B Com, Inc. In February, 2008, the Company changed its name to Monarc Corporation. In April 2014, the Company filed reinstatement with the Secretary of State of Nevada to bring its status current with the State and changed its corporate name to FlexPower, Inc. in May 2014 to reflect the acquisition of Flex-Power, Inc., its subsidiary organized and existing under the laws of the State of California. The Company's common shares are quoted on the "Pink Sheets" quotation market under the symbol "FLXP".

The Company, through its subsidiary IntelliCash, mainly engages in financial services, namely providing secured collateralized personal, bridge and term loans to individuals and businesses located within the United States of America.

**1. The form of organization of the issuer:**

Nevada C Corporation.

**2. The year that the issuer (or any predecessor) was organized:**

Incorporated in 2000 as B Com Inc.

**3. The issuer's fiscal year end date:**

December 31

**4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding:**

The Company has never been in bankruptcy or receivership.

**5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:**

The Company was originally incorporated in the State of Nevada, on October 11, 2000, as B Com, Inc.

On January 22, 2009, the Company entered into a Stock Purchase Agreement (the "Agreement") with I.T.I. Bio-Tech, a Canadian Corporation, pursuant to which, the Company would acquire 100% of I.T.I. Bio-Tech in exchange for an issuance by the Company of 100,000,000 shares of Common Stock of the Company to I.T.I Bio Tech Shareholders. The Agreement was cancelled, rescinded and rendered null and void on November 16, 2009 since I.T.I. Bio-Tech was unable to achieve agreed business milestones as defined in the Agreement.



On April 3, 2009, the Company, Global General Technologies Inc. (“GLGT”) entered into a Stock Purchase Agreement (the “Agreement”) with I.T.I. Bio-Tech, a Canadian Corporation, pursuant to which, GLGT would acquire the 100% of I.T.I. Bio-Tech from the Company in exchange for an issuance by GLGT of 277,777,777 shares of Common Stock of GLGT to the Company. The Agreement was cancelled, rescinded and rendered null and void on November 16, 2009 since I.T.I. Bio-Tech was unable to achieve agreed business milestones as defined in the Agreement.

On December 30, 2009, the Company entered into a Share Exchange Agreement (the “Agreement”) with GoIP Global Inc. (“GOIG”), a Nevada Corporation which owned EE Global, a private company incorporated in Ontario Canada, pursuant to which, the Company would acquire 5,000 outstanding shares of common stock, par value \$.01, of EE Global, representing 100% ownership of the EE Global, in exchange for an issuance by the Company of 1,200,000,000 shares of Common Stock of the Company to GOIG shareholders. The Agreement was terminated since the Closing did not occur on or before December 31, 2009.

On March 25, 2014, Flex-Power Inc., a California Corporation, acquired 2,000 shares of Convertible Class B Preferred Stock of the Company, each share of which has voting rights attached of 30,000,000 Common Share Voting rights, representing the majority of the issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company. Subsequently, the voting rights of the Class B Preferred Stock were changed from 1:30,000,000 to 1:10. The 2,000 shares of Convertible Class B Preferred Stock were voluntarily returned to the treasury in exchange for the new issuance of 1,000,000 shares of Class B Preferred Stock.

On May 13, 2014, the Company entered into a Plan of Exchange with Flex-Power, Inc., a corporation organized and existing under the laws of the State of California (“Flex-Power”), pursuant to which the Company acquired 100% of the Capital Shares of Flex-Power in exchange for an issuance by the Company of 19,200,000 shares of Common Stock to Flex-Power Shareholders, and/or their assigns. The above issuance gave Flex-Power Shareholders and/or their assigns a 'controlling interest' in the Company representing approximately 97.6% of the issued and outstanding shares of the Company's Common Stock. The transaction resulted in a change in control of the Company. The Company and Flex-Power were hereby reorganized, such that the Company acquired 100% of the Capital Shares of Flex-Power, and Flex-Power, Inc. became wholly-owned subsidiaries of the Company.

In November of 2016, the Company entered into a Plan of Exchange with Intellicash LLC, a Limited Liability Company organized and existing under the laws of the State of Florida (“Intellicash”), pursuant to which the Company acquired 100% of the Capital Shares of Intellicash in exchange for an issuance by the Company of 113,600,000 shares of Common Stock and 3,370,000 shares of Preferred Stock to Intellicash Members, and/or their assigns. The above issuance gave Intellicash Members and/or their assigns a 'controlling interest' in the Company representing approximately 81.74% of the issued and outstanding ownership of the Company on a fully diluted basis. The transaction resulted in a change in control of the Company. The Company and Intellicash were hereby reorganized, such that the Company acquired 100% of the Capital Shares of Intellicash, and Intellicash LLC became a wholly-owned subsidiary of the Company. The 113,600,000 shares of Common Stock and 3,370,000 shares of Preferred Stock were issued to Intellicash Members and/or their assigns on December 2, 2016, the Closing Date.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

The Company currently has defaulted on loans in total amount of \$299,465 and bears default interest at a rate of 18% per annum until the loans are paid in full.

7. Any change of control:



In November of 2016, the Company entered into a Plan of Exchange with Intellicash LLC, a Limited Liability Company organized and existing under the laws of the State of Florida (“Intellicash”), pursuant to which the Company acquired 100% of the Capital Shares of Intellicash in exchange for an issuance by the Company of 113,600,000 shares of Common Stock and 3,370,000 shares of Preferred Stock to Intellicash Members, and/or their assigns. The above issuance gave Intellicash Members and/or their assigns a 'controlling interest' in the Company representing approximately 81.74% of the issued and outstanding ownership of the Company on a fully diluted basis. The transaction resulted in a change in control of the Company. The Company and Intellicash were hereby reorganized, such that the Company acquired 100% of the Capital Shares of Intellicash, and Intellicash LLC became a wholly-owned subsidiary of the Company. The 113,600,000 shares of Common Stock and 3,370,000 shares of Preferred Stock were issued to Intellicash Members and/or their assigns on December 2, 2016, the Closing Date.

Simultaneously upon the closing of the Plan of Exchange, the shareholders representing a majority of the outstanding common shares of the Company voted to remove Rasheen Smith (“Mr. Smith”) from his position as President of the Company. Additionally, Bejan Esmali and Francisco Elson were removed from the Board of Directors. Flex-Power, Inc, the California subsidiary was tendered to Mr. Smith or his designee in exchange for the cancellation of 3,115,000 shares of preferred stock and 4,500,000 shares of common stock of the Company held by Mr. Smith. Additionally, John W. Parker III was appointed as new President and CEO of the Company.

8. Any increase of 10% or more of the same class of outstanding equity securities:

On May 13, 2014, the Board of Directors of the Company approved to issue 19,200,000 shares of common stock to Flex-Power Shareholders, and/or their assigns upon signing the Plan of Exchange agreement, of which:

Mr. Bejan Esmali, Chief Executive Officer, Secretary and Director, received 8,100,000 shares  
Mr. Rasheen Smith, President and Director, received 4,500,000 shares

On July 25, 2014, the holders of a certain Convertible Promissory Note, dated June 1, 2010, submitted conversion notices to convert a portion of the accrued interest of \$5,625 into 5,625,000 shares of the Company. The conversion was approved by the Board of Directors of the Company.

On July 1, 2015, the Company entered into an employment agreement with Rasheen Smith, President of the Company, pursuant to which the Company agreed to issue Mr. Smith 2,500,000 shares of the Company’s Convertible Class B Preferred Stock upon signing the agreement, which were equivalent to 25,000,000 shares of common stock after the conversion, representing approximately 36% of total voting rights of the Company after the conversion.

On December 2, 2016, the Company issued 113,600,000 shares of common stock to John W. Parker III in connection with the Plan of Exchange with Intellicash, LLC.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

On May 24, 2006, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 110,000,000 shares, \$0.001 par value, to 550,000,000 shares, \$0.001 par value.

On October 24, 2006, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 550,000,000 shares, \$0.001 par value, to 950,000,000 shares, \$0.001 par value.

On February 14, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 950,000,000 shares, \$0.001 par value, to 5,000,000,000 shares, \$0.001 par value.

On February 27, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 5,000,000,000 shares, \$0.001 par value, to 11,000,000,000 shares, \$0.001 par value; and change its corporate name to Esprit Financial Group Inc.

On April 11, 2007, the Company filed Certificate of Designation to designate 2,000 of 10,000 Authorized Preferred Shares to be referred to Class B Preferred Shares, each share of which has voting rights attached of 30,000,000 Common Share Voting rights.

On December 27, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 11,000,000,000 shares, \$0.001 par value, to 14,000,000,000 shares, \$0.001 par value; and change its corporate name to Monarc Corporation.

On January 11, 2008, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada regarding a 1:1,000 reverse split of its common stock, including the authorized capital stock. As a result, the authorized capital stock of the Company was 14,000,000 shares, \$0.001 par value.

On January 22, 2008, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 14,000,000 shares, \$0.001 par value, to 950,000,000 shares, \$0.001 par value.

On June 3, 2008, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to decrease its authorized capital stock from 950,000,000 shares, \$0.001 par value, to 650,000,000 shares, \$0.001 par value.

On December 2, 2008, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 650,000,000 shares, \$0.001 par value, to 3,900,000,000 shares, \$0.001 par value.

On December 21, 2009, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 3,900,000,000 shares, \$0.001 par value, to 6,000,000,000 shares, \$0.001 par value.

On April 21, 2014, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to decrease its authorized capital stock from 6,000,000,000 shares, \$0.001 par value, to 200,000,000 shares, \$0.001 par value; and change its corporate name to FLEXPOWER INC.

On May 12, 2014, the Company effectuated a 10,000:1 reverse split of its common stock as an Amendment to Articles of Incorporation was filed with the Secretary of State of Nevada.

On May 13, 2014, the Company entered into a Plan of Exchange agreement between and among the Company, Flex-Power, Inc. (“Flex-Power”), a California Corporation, the shareholders of Flex-Power (“Flex-Power Shareholders”) and Mr. Rasheen Smith and Mr. Bejan Esmaili, the Majority Shareholders of the Company. Pursuant to the Plan of Exchange, the Company acquired 18,763,000 shares of Flex-Power common stock, representing 100% ownership in Flex-Power, in exchange for a new issuance of 19,200,000 shares of Company’s common stock to the Flex-Power shareholders.

On May 28, 2014, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase the authorized number of shares of Class B Preferred Stock, \$.001 par value, of the corporation from 10,000 shares to 5,000,000 shares, which are out of the 200,000,000 shares of capital stock. As a result, the authorized number of common stock, \$.001 par value, became 195,000,000 shares.

On June 12, 2014, the Board of Directors of the Company approved that the voting rights of the Class B Preferred Stock were changed from 1:30,000,000 to 1:10. The 2,000 shares of Convertible Class B Preferred

Stock were voluntarily returned to the treasury in exchange for the new issuance of 1,000,000 shares of Class B Preferred Stock.

On June 12, 2016, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock from 200,000,000 shares, \$0.001 par value, to 1,000,000,000 shares, \$0.001 par value.

10. Any de-listing of the issuer's securities by any securities exchange or deletion from the OTC:

On May 17, 2006, the Company filed a Form 15-12G with the Securities and Exchange Commission to deregister its common stock under the Securities Exchange Act of 1934, as amended.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

There are no pending or threatened legal or administrative actions pending or threatened against the Company.

#### B. Business of Issuer.

The Company, through its subsidiary IntelliCash, mainly engages in financial services, namely providing secured collateralized personal, bridge and term loans to individuals and businesses located within the United States of America.

1. The issuer's primary and secondary SIC Codes;

The Primary SIC Code for the company is: 6141 – Personal Credit Institutions. Secondary SIC Code for the company is 6153 – Short-Term Business Credit Institutions, except Agricultural.

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations:

The Company is currently conducting business and has operations.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405:

The Company is not now and has never been a "shell company" as that term is defined in Rule 405 of the Securities Act.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

FlexPower, Inc., a Florida based public holding company incorporated in Nevada. FlexPower, Inc. was organized under the laws of the State of Nevada on October 11, 2000 as B Com, Inc. In February, 2008, the Company changed its name to Monarc Corporation. In May, 2014, the Company again changed its name to FlexPower, Inc. to reflect the acquisition of Flex-Power, Inc., its wholly owned subsidiary.

The Company, through its subsidiary, mainly engages in financial services, namely providing secured collateralized personal, bridge and term loans to individuals and businesses located within the United States of America. It is included in the financial statements attached to this disclosure statement.

5. The effect of existing or probable governmental regulations on the business;

The company's loan products which are made through its subsidiary IntelliCash are currently regulated at the state and local level in the locations where it conducts business. Additional laws and regulations may be adopted in the future.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers.

None.

7. Costs and effects of compliance with environmental laws (federal, state and local):

None, except nominal fees associated with maintaining licensure in respective states

8. The number of total employees and number of full-time employees.

The Company currently has 1 full time employee to support administrative and loan originations duties. It contracts with subcontractors, vendors and consultants to provide other services as needed.

**Item IX: The nature of products or services offered.**

The Company, through its subsidiary, mainly engages in financial services, namely providing secured collateralized personal, bridge and term loans to individuals and businesses located within the United States of America.

1. Distribution methods of the products or services:

The Company, through its subsidiary, mainly engages in financial services, namely providing secured collateralized personal, bridge and term loans to individuals and businesses located within the United States of America.

2. Status of any publicly announced new product or service:

The Company made an announcement on the corporate reorganization and will continue to announce all new services and products as listed.

3. Competitive business conditions, the Issuer's competitive position in the industry, and methods of competition:

**Competitive position analysis:**

*Strengths*

Strengths - Internal

- Passion/vision
- Product innovation
- Industry contacts
- Timely competitive product line
- Product performance
- Ability to scale
- Web site strategy
- Education key to pipeline pull through
- Experienced management team
- Diversified distribution team

Strengths - External

- Market size is large and growing
- Loan products offered by IntelliCash are significantly more attractive to consumers than products offered locally.
- Industry contacts to attract qualified people
- Steadily increased brand recognition

#### *Weaknesses*

- Limited to regional sales in early stages
- Limited funding for expansion to date
- General economic factors have restrained explosive growth potential
- Lack of online presence has limited brand awareness

#### *Opportunities*

- Adequate cash infusion would fuel explosive growth potential
- Largely untapped market is ripe for the taking
- National market opportunity
- Opportunity to be in the forefront of the luxury asset lending marketplace

#### *Threats*

- Unavailability of funding will significantly limit growth
- Slow or no economic recovery

### **Methods of Competition**

#### *Marketing Strategy*

The marketing strategy is designed to increase market share and sales of our branded products in the United States by promoting our innovative, competitively superior products at competitive prices. Our marketing will always include an emphasis on our education-first approach to customer use and service.

We will achieve this through the use of traditional as well as new media venues, where information and education are a primary factor in the consumer buying process. We will drive awareness and interest by educating potential consumers through all communication channels. In addition we will implement grass roots efforts to create new strategic alliances with more authorized appraisal/valuation experts.

We will further forge relationships with like-minded companies and leverage the combined marketing efforts and public relations initiatives to bring about and reinforce positive change in the minds of everyday consumers resulting in an increase in consumer confidence, brand integrity and services.

#### *Sales Strategy*

Increase service volume through expansion of online presence.

Add new distribution channels through strategic partner alliances .

Add a marketing and sales person in 2017, for further expansion efforts throughout the United States.

Launch and expand new website in 2017, as the company broadens its resource materials and video library. Direct to consumer services will also be added to further increase revenue.

Continue to introduce new loan products into the marketplace

4. Sources and availability of raw materials and the names of principal suppliers:

Not applicable.

5. Dependence on one or a few major customers:

Our growth and sales volume is not hindered or limited to one or a few major customers.

6. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

We currently have two trademark applications pending with the US Patent and Trademark office. We anticipate additional trademarks will be sought during 2017 as our products and services expand.

7. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

The company's loan products which are provided through its subsidiary IntelliCash are currently regulated at the state and local level in the locations where it conducts business. Additional laws and regulations may be adopted in the future.

**Item X: The nature and extent of the issuer's facilities.**

The Company currently operates one office in Tampa, Florida and is seeking to open a second location in Valdosta GA in 2017.

**Part D: Management Structure and Financial Information**

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

A. Officers and Directors.

**Chief Executive Officer, Director and Secretary**

1. Full Name: John W. Parker III
2. Business Address: 419 W. Platt St., Tampa, FL 33606
3. Employment history: Possessing the many characteristics that make up a successful business owner and serial entrepreneur, John W. Parker III is currently the president and CEO of FlexPower, Inc., and its wholly owned subsidiaries, IntelliCash, LLC, and IntelliCash GA, LLC.

He brings more than 35 years of executive management, sales and professional IT experience to FlexPower, spanning a broad range of industries including technology, software development, finance, wholesale distribution, public transportation and healthcare.

Prior to joining FlexPower, Mr. Parker served as co-founder, president and CEO of Halthion Medical Technologies, Inc., and its wholly owned subsidiaries, Cedars Diagnostic Labs and Women's Diagnostic Centers from 2009 to 2016. During his tenure, he successfully raised \$1.5 million in funding from a New York-based venture capital firm and was awarded seven patents for a wireless physiological data collection system (Wireless Holter Monitor).

He has held numerous leadership roles including director of operations for Ideal Management, a franchisee of Ideal Image Laser Hair Removal, from 2005 to 2009. His responsibilities included



design, deployment and support of all corporate and franchise voice and data infrastructure systems. In that position, he helped grow the company from five locations to 12 locations. He also served as president of Neighborhood Funding, a FHA and VA direct endorsed mortgage banker from 2001 to 2005 where he managed the day-to-day operations of a \$17 million-dollar warehouse lending fund. In 1997 he co-founded and was vice president of Millennium Limousine Service. He has also served as president of the Limousine Association of Tampa Bay and was a member of the lobbying committee for the National Limousine Association.

Mr. Parker's IT career started in 1982 at ComputerLand of Tampa Bay, the original reseller of the IBM PC. He has also spent more than 15 years in software and hardware development, configuring and installing network-based systems in hundreds of locations around the U.S.

Mr. Parker lives with his wife in Clearwater, FL

1. Board memberships and other affiliations: Director
2. Compensation by the issuer: \$4,166.67 per month
3. Number and class of issuer's securities beneficially owned:

**113,600,000 shares of Common Stock**

**3,370,000 shares of Convertible Class B Preferred Stock**

B. Legal/Disciplinary History.

1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: None.
2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.
3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: None.
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities: None.

C. Disclosure of Family Relationships.

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

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of Conflicts of Interest.

We are not aware of any conflicts of interest.

**Item XII: Financial information for the issuer's most recent fiscal period.**

The unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows, consolidated statements of changes in stockholders' deficit and financial notes for the years ended December 31, 2016 and 2015 will be filed with OTC Markets simultaneously with this disclosure statement.

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

The unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows, consolidated statements of changes in stockholders' deficit and financial notes for the years ended December 31, 2014 and 2013 were previously filed on May 27, 2015.

**Item XIV: Beneficial owners.**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities as of April 14, 2017.

*Common Stock*

Name	Address	Number Of Common Shares	Percentage Of Class
John W. Parker III	419 West Platt Street Tampa, FL	113,600,000	64%
All Officers and Directors		113,600,000	64%

*Convertible Class B Preferred Stock*

Name	Address	Number Of Preferred Shares	Percentage Of Class
Bejan Esmaili	823 Gilman Street Berkeley, CA 94710	255,000	7%
John W. Parker III	419 West Platt Street Tampa, FL	3,370,000	93%
All Officers and Directors		3,370,000	93%

*Convertible Note Holders \**

Name	Address	Amount of Convertible Note	Conversion Price
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Greentree Financial Group Inc. c/o Chris Cottone	7951 SW 6 <sup>th</sup> Street, Suite 216 Plantation, FL 33324	\$ 12,500 \$ 25,000 \$ 50,000	\$.05 or \$50% \$.01 or 50% 60% of market price
Collision Capital, LLC c/o Brett Verona	7957 N. University Dr. Parkland, FL 33067	\$ 49,465 \$ 175,000	\$.001 60% of market price
The Brewer Group, Inc. c/o Jack Brewer	80 S. 8th Street, Suite 900, Minneapolis, MN 55402	\$ 12,500	\$.05 or 50%

**\* The Holders of the convertible notes specifically agree that they are not able to convert the notes into any position that would result the Holders to hold more than 9.9% of the class of common stock of the Company.**

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

1. Investment Banker

None

2. Promoters

None

3. Counsel

Austin Legal Group, APC  
3990 Old Town Ave, Suite A-112,  
San Diego, California 92110  
Office Phone: 619.924.9600  
Office Fax: 619.881.0045  
Email: [arden@austinlegalgroup.com](mailto:arden@austinlegalgroup.com)

4. Accountant or Auditor

*Accountant:*  
L&L CPAS PA  
19720 Jetton Road, 3<sup>rd</sup> Floor  
Cornelius, NC 28031  
Phone: (704) 897-8336  
Fax: (704) 919-5089  
Email: [tluo@llcpas.net](mailto:tluo@llcpas.net)

5. Public Relations Consultant(s)

None.

## 6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email

None

## **Item XVI: Management's discussion and analysis or plan of operation.**

### A. Plan of Operation: Issuer's Plan of Operation for the next twelve months.

Our principal business is in the financial services market, namely providing secured collateralized personal, bridge and term loans to individuals and businesses. Since formation, the Company's principal activities have consisted of research, development and formulation of our loan services and products, and deliberately raising the minimal capital necessary to fund these activities.

We firmly believe that we have put in place the necessary pillars to create a high growth consumer and strategic partner driven market for our services and loan products. By utilizing this multi-layered go-to-market strategy, in combination with capital to fund promotions and advertising, the company through its subsidiary IntelliCash hopes to generate impressive sales growth.

#### Business Strategy

1. Raise capital to put us in a position to execute our business plan
2. Initiate aggressive online and offline marketing campaigns to build our brand, market awareness and recognition
3. Increase authorized appraisal/authentication expert network.
4. Increase customer base through online and authorized strategic partner channels.
5. Introduce new products into the marketplace
6. Hire additional key employees to help strengthen the Company

### B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

*For the period from July 29, 2016 (inception) through December 31, 2016 (Unaudited)*

#### **Revenues**

We had revenues of \$570 for the period ended December 31, 2016 which represented some service revenues during the period. We recognize revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectability is reasonably assured. We expect revenues to increase in 2017 as we move forward implementing our business plan.

#### **Operating Expenses**

We had operating expenses of \$250,202 for the period ended December 31, 2016 primarily due to professional fees in the amount of \$10,000 and stock issued for compensation in the amount of \$225,000. Operating expenses were in connection with preparing the launch of our new finance-based business model as well as fees to maintain our public listing, including fees to file periodic reports and transfer agent fees. . The fair value of the stock issued for services was determined by the fair value of our Common Stock on the grant date, at a price of approximately \$0.015 per share, resulting in stock based compensation of \$225,000.

Both operating costs and expected revenue generation are difficult to predict. There can be no assurance that revenues will be sufficient to cover future operating costs, and it may be necessary to continuously raise additional capital to sustain operations.

We expected our operating expenses would significantly increase in 2017 as we move forward implementing our business plan.

### **Income/Losses**

We had net losses of \$1,973,790 for the period ended December 31, 2016. The net losses were primarily due to \$225,000 in stock based compensation issued during the year as well as a goodwill impairment of \$1,841,250 and a \$119,329 loss on a debt extinguishment. We incurred the charges primarily due the reorganization from our pain relief products to our financed based business model.

We expected we will achieve profitability within the next two fiscal years from our financing business, however, there can be no assurance that we will achieve or maintain profitability, or that any revenue growth will take place in the future.

### **Impact of Inflation**

We believe that inflation has had a negligible effect on operations since inception. We believe that we can offset inflationary increases in the cost of operations by increasing sales and improving operating efficiencies.

### **Liquidity And Capital Resources**

Net cash flows used in operating activities were \$33,434 during the period ended December 31, 2016. Negative cash flows from operations were primarily caused by our net loss for the period partially offset by non-cash expenses for stock based compensation, goodwill impairment and loss on debt extinguishment which were \$225,000, \$1,841,250 and \$119,329, respectively.

Cash flows used in investing activities for the period ended December 31, 2016 were \$27,000 from the purchase of a note receivable.

Cash flows provided by financing activities were \$72,500 for the period ended December 31, 2016 which were due to the issuance of a \$12,500 convertible note and the issuance of a \$60,000 notes payable. These amounts are included in the accompanying balance sheet and discussed in the Notes to the Financial Statements.

We had cash of \$12,066 on hand as of December 31, 2016. On the short-term basis, we will be required to raise a significant amount of additional funds over the next 12 months to sustain operations. On the long-term basis, we will potentially need to raise capital to grow and develop our business.

It is likely that we will require significant additional financing within the next 12 months and if we are unable to raise the needed funds on an acceptable basis, we may be forced to cease or curtail operations.

#### **C. Off-Balance Sheet Arrangements: None**

## **Part E: Issuance History**

### **Item XVII: List of securities offerings and shares issued for services in the past two years.**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Between January 1, 2014 through December 31, 2014:

#### **Restricted Common Shares Issuance:**

Number of shares issued: 19,200,000  
Legend: Rule 144

#### **Free-trade Common Shares Issuance:**

Number of shares issued: 5,625,000  
Legend: None

Between January 1, 2015 through December 31, 2015:

#### **Restricted Common Shares Issuance:**

Number of shares issued: 1,560,999  
Legend: Rule 144

#### **Free-trade Common Shares Issuance:**

Number of shares issued: 6,000,000  
Legend: None

Between January 1, 2016 through Present:

#### **Restricted Common Shares Issuance:**

Number of shares issued: 143,600,000  
Legend: Rule 144

#### **Free-trade Common Shares Issuance:**

Number of shares issued: None  
Legend: None

## **Part F: Exhibits**

### **Item XVIII: Material Contracts:**

There are presently no material contracts made in the ordinary course of business.

### **Item XIX: Articles of Incorporation and Bylaws.**

Articles of Incorporation and all the amendments were previously filed beginning on October 11, 2000.



Bylaws was separately filed on October 11, 2000.

**Item XX: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

In November of 2016, the Company entered into a Plan of Exchange with Intellicash LLC, a Limited Liability Company organized and existing under the laws of the State of Florida (“Intellicash”), pursuant to which the Company acquired 100% of the Capital Shares of Intellicash in exchange for an issuance by the Company of 113,600,000 shares of Common Stock and 3,370,000 shares of Preferred Stock to Intellicash Members, and/or their assigns. The above issuance gave Intellicash Members and/or their assigns a 'controlling interest' in the Company representing approximately 81.74% of the issued and outstanding ownership of the Company on a fully diluted basis. The transaction resulted in a change in control of the Company. The Company and Intellicash were hereby reorganized, such that the Company acquired 100% of the Capital Shares of Intellicash, and Intellicash LLC became a wholly-owned subsidiary of the Company. The 113,600,000 shares of Common Stock and 3,370,000 shares of Preferred Stock were issued to Intellicash Members and/or their assigns on December 2, 2016, the Closing Date.

**Item XXI Issuer's Certifications.**

I, John W. Parker III, certify that:

1. I have reviewed this Information and Disclosure Statement of FlexPower, Inc.
2. Based on my knowledge, this Information and 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 Information and 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 Information and Disclosure Statement.

Date: April 14, 2017

/s/ John W. Parker III  
John W. Parker III  
President