

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

American Resources Corp

Form: 8-K

Date Filed: 2015-08-06

Corporate Issuer CIK: 1590715

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities
Exchange Act of 1934

Date of Report (Date of earliest event reported): August 6, 2015

NGFC EQUITIES, INC.

(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	333-192590 (Commission File Number)	46-3914127 IRS Employer Identification No.
---	---	---

45 Almeria Avenue Coral Gables, Florida 33134 (Address of principal executive offices)	33134 (Zip Code)
--	----------------------------

(305) 865-8193
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

NGFC Equities, Inc. formed a new corporation entitled La Veles Inc. as 73% owner to transfer to La Veles Inc. the "Animal Health Division," that was formed as a division of ECI Latam, Inc., a 55% owned subsidiary of NGFC Equities, Inc. as disclosed on the 8k filed with the SEC on May 7th, 2015. So far Animal Health division of ECI Latam, had no operations. We plan to set up a branch of La Veles Inc. in the Republic of Serbia to focus on packaging, marketing and distributing an infection healing cream for dairy animals. Also, one of the directors of the Board of Directors of ECI Latam, Inc. Dr. Marco S. Dragic will move from being a director of ECI Latam, Inc. to being a director of Board of Directors of La Veles Inc. The Company is filing this 8-K to clarify the nature of the aforementioned current events.

FORWARD LOOKING STATEMENTS

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively the "Filings") contain or may contain forward looking statements and information that are based upon beliefs of, and information currently available to, Registrant's management as well as estimates and assumptions made by Registrant's management. When used in the filings the words "anticipate", "believe", "estimate", "expect", "future", "intend", "plan" or the negative of these terms and similar expressions as they relate to Registrant or Registrant's management identify forward looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant's industry, Registrant's operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

In this Current Report on Form 8-K, "Company," "our company," "us," and "our" refer to NGFC Equities, Inc., unless the context requires otherwise.

Item 8.01 Other Events.

On an 8K we filed with the Security and Exchange Commission on May 7, 2015, we disclosed forming of the Animal Health Division of ECI Latam, Inc., a 55% owned subsidiary of NGFC Equities, Inc. As agreed by the Board of Directors of the Company on July 27, 2015, we decided to incorporate a new company "La Veles Inc" to better organize this operation and formed La Veles Inc. on August 5, 2015.

Through a branch of La Veles Inc. to be set up in Serbia, we plan to manufacture, package, market and distribute an infection healing cream for dairy animals in Eastern Europe. La Veles Inc. will further market and distribute this cream in other parts of the world. Dragana Jovic who joined as Vice President and Marco Dragic who joined as a director of ECI Latam, Inc will in turn move their positions from ECI Latam Inc. to La Veles Inc effective immediately. Goran Antic was appointed as the Chief Executive Officer and the President of La Veles Inc. Please refer to the 8k filed with the SEC on May 7, 2015 to read the bios of the officers.

The cream that La Veles Inc. plan to manufacture and distribute is a preventative cream to stop dairy animals from contracting Mastitis. In 2012 the world population of dairy cows stood at 270 million, as reported by the Food and Agriculture Organization of the United Nations that provides our company a remarkable opportunity in the event this cream proved to be effective in preventing Dairy animal from contracting Mastitis. We request the reader to please read the 8k we filed with the SEC on May 7, 2015 to get a detailed report on statistics in the industry and about various ways infectious diseases on dairy animal are being dealt with and our competition in the market.

Exhibits	Description
10.1	Articles of Incorporation La Veles Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 6,
2015

NGFC Equities, Inc.

By: /s/ I. Andrew Weeraratne
Name: I. Andrew Weeraratne
Title: Chief Executive Officer

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: La Veles Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 7135 Collins Avenue, No. 624, Miami Beach, Florida 33141.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Three Hundred Million (300,000,000) shares of which (1) 230,000,000 shares have been designated as Class A Common Stock, par value \$.0001 per share, (2) 60,000,000 shares have been designated as Class B Common Stock, par value \$.0001 per share, and (3) 10,000,000 shares of Preferred Stock, par value of \$.0001 per share.

The Class A Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Class A Common Stock shall be designated "Class A Common Stock" of a par value of \$.0001 each, and the number of shares constituting the Class A Common Stock shall be 230,000,000 shares.
2. Voting Rights. The holders of Class A Common Stock shall be entitled to one vote per share.
3. Dividends. Holders of Class A Common Stock shall be entitled to dividends as shall be declared by the Corporation's Board of Directors from time to time.

The Class B Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Class B Common Stock shall be designated "Class B Common Stock" of a par value of \$.0001 each, and the number of shares constituting the Class B Common Stock shall be 60,000,000 shares.
2. Voting Rights. Each share of Class B Common Stock shall entitle the holder thereof to 10 votes for each one vote per share of Class A Common Stock, and with respect to such vote, shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together as a single class with holders of Class A Common Stock with respect to any question or matter upon which holders of Class A Common Stock

have the right to vote. Class B Common Stock shall also entitle the holders thereof to vote as a separate class as set forth herein and as required by law.

3. Dividends. Holders of Class B Common Stock shall be entitled to dividends as shall be declared by the Corporation's Board of Directors from time to time at the same rate per share as the Class A Common Stock.
4. Conversion Rights. The holders of the Class B Common Stock shall have the following rights with respect to the conversion of the Class B Common Stock into shares of Class A Common Stock:
 - A. General. Each share of Class B Common Stock is convertible into one (1) share of Class A Common Stock, subject to adjustment as provided hereinafter (the "Conversion Ratio") at any time by the holder thereof. Class A Ordinary Shares are not convertible into Class B Ordinary Shares under any circumstances. The conversion of Class B Common Shares to Class A Common Shares shall be effected by way of compulsory repurchase by the Company of the relevant Class B Common Shares and issuance of equal number of new Class A Common Shares by the Company.
 - B. Adjustments to Conversion Ratio. In the event the Corporation shall (i) make or issue a dividend or other distribution payable in Class A Common Stock; (ii) subdivide outstanding shares of Class A Common Stock into a larger number of shares; or (iii) combine outstanding shares of Class A Common Stock into a smaller number of shares, the Conversion Ratio shall be adjusted appropriately by the Corporation's Board of Directors.
 - C. Capital Reorganization or Reclassification. If the Class A Common Stock issuable upon the conversion of the Class B Common Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend), then in each such event, the holder of each share of Class B Common Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such capital reorganization, reclassification or other change by holders of the number of shares of Class A Common Stock into which such shares of Class B Common Stock might have been converted immediately prior to such capital reorganization, reclassification or other change.
 - D. Exercise of Conversion. To exercise its conversion privilege, a holder of Class B Common Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. The certificate or certificates for shares of Class B Common Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Class B Common Stock being converted, shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Class B Common Stock being converted or on its written order, such certificate or certificates as it may request for the

number of whole shares of Class A Common Stock issuable upon the conversion of such shares of Class B Common Stock in accordance with the provision hereof. Such conversion shall be deemed to have been effected immediately prior to the close of business on the conversion Date, and at such time the rights of the holder as holder of the converted shares of Class B Common Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Class A Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby. The Corporation shall pay any taxes payable with respect to the issuance of Class A Common Stock upon conversion of the Class B Common Stock, other than any taxes payable with respect to income by the holders thereof.

E. Partial Conversion. In the event some, but not all, of the shares of Class B Common Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Class B Common Stock which were not converted.

F. Consolidation, Merger, Exchange, Etc. In case the Corporation shall enter into any consolidation, merger, combination, statutory share exchange or other transaction in which the Common Shares are exchanged for or changed into other stock or securities, money and/or any other property, then in any such case the Class B Common Stock shall at the same time be similarly exchange or changed into Class A common shares of the surviving entity providing the holders of such common shares with (to the extent possible) the same relative rights and preferences as the Class B Common Stock.

5. Sale or Transfer of Class B Common Stock. Holders of Class B Common Stock may sell or transfer any or all of their shares of Class B Common Stock to any party, who will be subject to the same rights, conditions and obligations as described herein.

6. Protective Provisions. So long as any shares of Class B Common Stock are outstanding, this Corporation shall not without first obtaining the written approval of the holders of at least a majority of the voting power of the then outstanding shares of such Class B Common Stock:

- A. sell, convey, or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is transferred or disposed;
- B. alter or change the rights, preferences or privileges of the Class B Common Stock;
- C. increase or decrease the total number of authorized shares of Class B Common Stock;

- D. authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having rights, preferences or privileges over, or being on a parity with or similar to, the Class B Common Stock;
 - E. redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any security of this Corporation;
 - F. amend this Corporation's Articles of Incorporation or bylaws; or
 - G. change the authorized number of directors of the Corporation.
7. Liquidation. Upon liquidation and winding up of the Corporation, the shares of Class B Common Stock shall be entitled to receive on a per share basis the amount payable with respect to the shares of Class A Common Stock as if its shares of Class B Common Stock were converted into Class A Common Stock.

The Preferred Stock shall be designated as follows:

1. Designation and Number of Shares. The Preferred Stock shall be designated as "Preferred Stock" of a par value of \$.0001 per share, and the number of shares constituting the Preferred Stock shall be 10,000,000 shares.
2. Classes and Series. Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
INITIAL OFFICERS AND DIRECTORS

The number of directors to constitute the Board of Directors shall be such number as fixed by a resolution adopted by the Board of Directors and initially shall be two in number:

The name and address of the initial officers and the directors are:

Goran Antic- Chief Executive Officer
Goran Antic- Director

7135Collins Ave, No. 1234
Miami Beach, FL 33141

Indrajith A Weeraratne- Chief Financial Officer
Indrajith A Weeraratne- Director
7135Collins Ave, No. 624
Miami Beach, FL 33141

ARTICLE VII
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Indrajith A. Weeraratne
7135 Collins Avenue, No. 624
Miami Beach, Florida 33141

ARTICLE VIII
INCORPORATOR

The name and the address of the Incorporator is:

Indrajith A. Weeraratne
7135 Collins Avenue, No. 624
Miami Beach, Florida 33141

ARTICLE IX
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the Corporation has caused this Articles of Incorporation to be duly adopted by its Board of Directors on July 27th 2015 and approved by its shareholders in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act, and to be executed in its corporate name this 28th day of July 2015.

La Veles Inc.

Indrajith A. Weeraratne,

By: /S/ I. Andrew Weeraratne

Incorporator/Director

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

La Veles Inc. a corporation existing under the laws of the State of Florida with its principal office and mailing address at 7135 Collins Avenue, No. 624, Miami Beach, Florida 33141 has named Indrajith A. Weeraratne, whose address is 7135 Collins Avenue, No. 624, Miami Beach, Florida 33141 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

/s/ I. Andrew Weeraratne

Indrajith A. Weeraratne
7135 Collins Avenue, No. 624
Miami Beach, Florida 33141