

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## American Resources Corp

**Form: 8-K**

**Date Filed: 2017-01-25**

Corporate Issuer CIK: 1590715

OMB Number: 3235-0060  
Expires: March 31, 2018  
Estimated average burden hours per  
response  
5.71

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) January 20, 2017

**NGFC EQUITIES, INC.**

(Exact name of registrant as specified in its charter)

<u>Florida</u>	<u>000-55456</u>	<u>46-3914127</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7135 Collins Ave No. 624

(Address of principal executive offices)

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

33134

(Zip Code)

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 5, 2017, NGFC Equities Inc. (the "Company", "NGFC", "we", or "us") entered into a Share Exchange Agreement ("Agreement") with Quest Energy Inc. ("Quest"), a private company incorporated in the State of Indiana with offices at 8856 South Street, Fishers, IN 46038. At the closing of the Agreement (which was contingent upon a 80% reconfirmation vote under Rule 419 and other closing conditions), pursuant to the terms of the Agreement, 4,817,792 of newly authorized Series A Preferred Stock, par value \$0.0001 per share (the "Common Stock") will be issued to Quest shareholders holding 100% of the issued and outstanding common shares of Quest. The Series A Preferred Stock shall be convertible into common stock of the Company at the option of the holder of such Series A Preferred Stock at a rate of 100 shares of Common Stock per share of Series A Preferred Stock, which represents a legal and equitable equity ownership in the Company immediately post-closing of 95% of the Common Stock outstanding. The Series A Preferred Stock shall have full voting rights in the Company on an "as-converted" basis with each share of Series A Preferred Stock having the right to vote 1,000 shares of common stock per share of Series A Preferred Stock.

The closing of the transaction was subjected to filing amended Articles of Incorporation and filing a Form 14C with the SEC. We filed Form 14C PRE on January 5, 2017 and filed Form 14C DEF on January 17, 2017. We filed the Amended Articles of Incorporation on January 18, 2017 with the State of Florida and received the certification of Amended and Restated Articles of Incorporation from the State of Florida on January 20, 2017.

Quest Energy Inc. is a State of Indiana corporation founded in June 11, 2015 and engaged in diversified energy services including mining, processing and logistics, with a primary focus on traditional energy sources such as coal and oil and gas. Quest plans to expand its business by continuing to develop its currently leased properties and further expanding its processing and logistics business, and through the pursuit of strategic acquisitions.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws.

Pursuant the Share Exchange Agreement signed on January 5, 2017 the Company filed an amendment to the Articles of Incorporation to change the following:

1. To increase the authorized number of shares of capital stock of the Company from three hundred million (300,000,000) to one billion (1,000,000,000) total authorized shares with nine hundred and ninety million (990,000,000) of the authorized shares being designated as Class A Common Stock.
2. Eliminate Class B Common Stock.
3. To designate five million (5,000,000) of the ten million (10,000,000) authorized Preferred Stock as Series A Preferred Stock with one thousand votes for each share of Preferred Stock and keep the other five million (5,000,000) authorized Preferred Stock as "blank check" Preferred Stock.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

Pursuant the share exchange agreement signed on January 5, 2017 the Company filed Form 14C PRE with the SEC on January 5, 2017 to give notice to all stockholders of NGFC that the majority shareholders have approved the share exchange agreement and the amendment to the Articles of Incorporation. Subsequently we filed Form 14C DEF on January 17, 2017. We filed the Amended Articles of Incorporation on January 18, 2017 with the State of Florida and received the certification of Amended and Restated Articles of Incorporation from the State of Florida on January 20, 2017.

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, made in this Current Report on Form 8-K are forward looking and subject to change. The Company cautions that these forward-looking statements are subject to risks, uncertainties and assumptions, many of which are beyond the Company's control, which may cause actual results and events to differ materially from those indicated in the forward-looking statements. Additional information concerning other factors is contained under the headings "Risk Factors" and "Management Discussion and Analysis of Financial Condition and Results of Operations" in the Company's filing on Form 10-K and any subsequent Forms filed with the Securities and Exchange Commission, which are incorporated by reference. The Company undertakes no obligation to release publicly any revisions to forward-looking statements as the result of subsequent events or developments.

### Item 9.01 Financial Statements and Exhibits

- (1.1) Annual Report on Form 10-K for the fiscal year ended September 30, 2016 filed with the SEC on January 13, 2017
- (1.2) Share Exchange Agreement with Quest Energy Inc. signed on January 5, 2017 filed with the SEC on January 13, 2017 as Exhibit 10.7.
- (1.3) Form 14C DEF filed with the SEC on January 17, 2017
- (1.4) NGFC Equities, Inc. Amended and Restated Article of Incorporation as of January 19, 2017 (Filed herewith)

### 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.

NGFC Equities Inc.  
(Registrant)

Date January 25, 2017

/s/ I. Andrew Weeraratne  
(Signature)

I Andrew Weeraratne  
Chief Executive Officer

Print name and title of the signing officer under his signature.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NGFC Equities, Inc.**

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be NGFC Equities, 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 of capital stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Billion (1,000,000,000), of which (1) 990,000,000 shares are designated as Class A Common Stock, par value \$.0001 per share; and (2) ten million (10,000,000) shares are authorized as preferred stock with five million (5,000,000) shares designated as Series A Preferred Stock with one thousand votes for each share of Series A Preferred Stock and with the other five million (5,000,000) shares of authorized preferred stock designated as blank check preferred stock. Each share of Series A Preferred Stock shall be convertible into 100 shares of Class A Common Stock of the Company at the sole option of the holder of such Series A Preferred Stock.

A. 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", par value \$.0001 per share, and the number of shares constituting the Class A Common Stock shall be 990,000,000 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.

B. The Series A Preferred Stock shall be designated as follows:

1. Designation and Number of Shares. The Series A Preferred Stock shall be designated as "Series A Preferred Stock", par value \$.0001 per share, and the number of authorized shares constituting the Series A Preferred Stock shall be 5,000,000 shares.

2. Voting Rights. Each share of Series A Preferred Stock shall entitle the holder thereof to 1000 votes, and with respect to such votes, 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. Series A Preferred Stock shall also entitle the holders thereof to vote as a separate class as set forth herein and as required by law.

3. Conversion Rights. The holders of the Series A Preferred Stock shall have the following rights with respect to the conversion of the Series A Preferred Stock into shares of Class A Common Stock:

A. General. Each share of Series A Preferred Stock is convertible into one hundred (100) shares of Class A Common Stock, subject to adjustment as provided hereinafter (the "Conversion Ratio") at any time by the holder thereof. Shares of Class A Common Stock are not convertible into Series A Preferred Stock under any circumstances. The conversion of Series A Preferred Stock to shares of Class A Common Stock shall be effected by way of a cashless exchange by the Company of the relevant Series A Preferred Stock shares at the election of the holder thereof and issuance of shares of new Class A Common Stock 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred Stock in accordance with the provisions 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred 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 Series A Preferred Stock.

4. Sale or Transfer of Series A Preferred Stock. Holders of Series A Preferred Stock may sell or transfer any or all of their shares of Series A Preferred Stock to any party, who will be subject to the same rights, conditions and obligations as described herein.

5. Protective Provisions. So long as any shares of Series A Preferred 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 Series A Preferred 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 Series A Preferred Stock;
- C. increase or decrease the total number of authorized shares of Series A Preferred 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 Series A Preferred 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.

6. Liquidation. Upon liquidation and winding up of the Corporation, the shares of Series A Preferred 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 Series A Preferred Stock were converted into Class A Common Stock.

C. The remaining five million (5,000,000) authorized shares of Preferred Stock shall be designated as follows:

- 1. Designation and Number of Shares. The Preferred Stock shall be designated as "blank check" Preferred Stock ("Blank Check Preferred Stock"), par value \$.0001 per share, and the number of shares constituting the Blank Check Preferred Stock shall be 5,000,000 shares.
- 2. Classes and Series. Classes and series of the Blank Check 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. Each amendment to the Corporation's articles of incorporation to establish a new class of Preferred Stock may be filed with the Florida Division of Corporations by the Board of Directors without shareholder approval.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
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 VII  
INCORPORATOR

The name and the address of the Incorporator is:

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

ARTICLE VIII  
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 (iii) 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.

ARTICLE IX  
CONTROL SHARE ACQUISITIONS STATUTE INAPPLICABLE

Section 607.0902 of the Florida Statutes regarding control share acquisitions is not applicable to this Corporation and shall not have any effect upon the voting rights relating to issued and outstanding shares of capital stock of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Amended Articles of Incorporation to be duly adopted by its Board of Directors on January 18, 2017 with the number of votes cast for the amendment by the shareholders being sufficient for approval in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act, and to be executed in its corporate name on January 18, 2017.

NGFC Equities, Inc.

By /s/ I. Andrew Weeraratne  
Indrajith A. Weeraratne,  
Incorporator

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

NGFC Equities, 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