ZONED PROPERTIES INC.
16624 N 90th St #101,
Scottsdale AZ 85260
877-360-8839

ZONED PROPERTIES INC.
COMPANY INFORMATION AND DISCLOSURE STATEMENT

Part A: General Company Information

As used in this disclosure statement, the terms "we", "us", "our", “ZDPY”, “ZPI” and the "Company" means, Zoned Properties, Inc., a Nevada corporation.

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

Current since October 2, 2013:	Zoned Properties, Inc.
Before October 2, 2013:	Vanguard Minerals Corporation
Before September 19, 2007:	Knewtrino Inc.
Before May 2, 2006	Mongolian Explorations Ltd.

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

Zoned Properties, Inc.
16624 N 90th St #101,
Scottsdale AZ 85260
Ph. 877-360-8839
E-mail: investorrelations@zonedproperties.com
Website: http://www.zonedproperties.com

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

Zoned Properties, Inc. (the “Company”) was incorporated in the State of Nevada, United States of America on August 25, 2003 in name of Mongolian Explorations Ltd. On May 2, 2006, the Company changed its name to Knewtrino Inc. On September 19, 2007, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to change its corporate name to Vanguard Minerals Corporation. On October 2, 2013, the Company changed its name to Zoned Properties Inc. to reflect its maturing business model that focuses on commercial property acquisition and development.

Part B: Share Structure

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

Security Symbol:	ZDPY
CUSIP Number:	98978X 109
Classes:	Common Stock
Authorized:	100,000,000
Outstanding:	23,674,009

Security Symbol:	N/A
CUSIP Number:	N/A
Classes:	Non-Convertible Preferred Stock
Authorized:	5,000,000
Outstanding:	700,000

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

A. Par or Stated Value.
Common Stock: $ .001 per share
Non-Convertible 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.

From inception, the Company has never declared or paid any cash dividends on shares of its common stock and the Company does not anticipate declaring or paying any cash dividends in the foreseeable future. The decision to declare any future cash dividends will depend upon the Company’s results of operations, financial condition, current and anticipated cash needs, contractual restrictions, restrictions imposed by applicable law and other factors that the Company’s board of directors deem relevant. Although it is the Company’s intention to utilize all available funds for the development of its business, no restrictions are in place that would limit its ability to pay dividends. The payment of any future cash dividends will be at the sole discretion of the Company’s board of directors.

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

On December 13, 2013, the Board of Directors of the Company authorized and approved to create a new class of its Preferred Stock consisting of 5,000,000 shares authorized, $.001 par value. The voting rights, preferences and any qualifications, limitations, or restrictions of the Preferred Stock of Company are set forth below. There shall be no cumulative voting by Preferred Stock shareholders.

1. The shares are not convertible into any other class or series of stock.

2. The holders of the shares are entitled to fifty (50) votes for each share held. Voting rights are not subject to adjustment for splits that increase or decrease the common shares outstanding.

3. Upon our liquidation, the holders of the shares will be entitled to receive $1.00 per share plus redemption provision before assets distributed to other shareholders.

4. The holders of the shares are entitled to dividends equal to common share dividends.

5. Once any shares of Preferred Stock are outstanding, at least 51% of the total number of shares of Preferred Stock outstanding must approve the following transactions:

    a. Alter or change the rights, preferences or privileges of the Preferred Stock.

    b. Create any new class of stock having preferences over the Preferred Stock.

c. Repurchase any of our common stock.

d. Merge or consolidate with any other company, except our wholly-owned subsidiaries.

e. Sell, convey or otherwise dispose of, or create or incur any mortgage, lien, or charge or encumbrance or security interest in or pledge of, or sell and leaseback, in all or substantially all of our property or business.

f. Incur, assume or guarantee any indebtedness maturing more than 18 months after the date on which it is incurred, assumed or guaranteed by us, except for operating leases and obligations assumed as part of the purchase price of property.

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:	April 15, 2014
Number of Shares Outstanding:	23,674,009
Number of Shares Authorized:	100,000,000
Public Float:	approximately 1,278,010
Total Number of beneficial Shareholders [(1):]	approximately 6
Total Number of Shareholders of Record:	88

Period end date:	December 31, 2013
Number of Shares Outstanding:	16,536,111
Number of Shares Authorized:	100,000,000
Public Float:	approximately 678,010
Total Number of beneficial Shareholders [(1):]	approximately 1
Total Number of Shareholders of Record:	31

Period end date:	December 31, 2012
Number of Shares Outstanding:	1,386,111
Number of Shares Authorized:	1,666,666
Public Float:	approximately 678,010
Total Number of beneficial Shareholders [(1):]	approximately 6
Total Number of Shareholders of Record:	30

[(1)] Shareholders currently hold more than 5%

Non-Convertible Preferred Stock [2]

Period end date:	April 15, 2014
Number of Shares Outstanding:	700,000
Number of Shares Authorized:	5,000,000
Public Float:	0
Total Number of beneficial Shareholders [3]:	1
Total Number of Shareholders of Record:	1

Period end date:	December 31, 2013
Number of Shares Outstanding:	700,000
Number of Shares Authorized:	5,000,000
Public Float:	0
Total Number of beneficial Shareholders [3]:	1
Total Number of Shareholders of Record:	1

(2) Created on December 13, 2013

(3) Shareholder currently holds 100%

Part C: Business Information

Item VII: The name address of the transfer agent

Guardian Registrar & Transfer, Inc.
7951 SW 6th Street
Suite 216
Plantation, FL 33324

Note: Guardian Registrar & Transfer, Inc. is a registered transfer agent with the SEC

Item VIII: The nature of the issuer's business

A. Business Development:

The Company is a strategic real estate investment firm whose primary focus is acquiring commercial properties that face unique zoning challenges. Our diverse team of experienced professionals works to develop meaningful relationships with corporate and community partners. We focus on acquiring properties that have the potential to increase value within their surrounding communities and use turn-key development strategies to build long-term growth and value.

The Company targets commercial properties that can be acquired and potentially re-zoned for specific development purposes, including but not limited to medical marijuana dispensaries or cultivation facilities. The core of its business is in identifying and acquiring properties that exist within highly regulated zoning regions and may be candidates for re-zoning. This is an essential aspect of its overall growth strategy because the company targets uniquely zoned properties that are developed as candidates for specific industry operators. Once the properties have been acquired and/or re-zoned, their value may be substantially higher as demand for properties within the specific zoning region increases.

The Company manages a portfolio of properties that it owns and leases and provides direct development on each and every property it acquires. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, and state of the art security systems.

1. The form of organization of the issuer:

Nevada C Corporation.

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

Incorporated in the State of Nevada, United States of America on August 25, 2003 in name of Mongolian Explorations Ltd

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, United States of America on August 25, 2003 in name of Mongolian Explorations Ltd.

In November 2007, the Company entered into an agreement with Coastal Uranium Holdings Ltd. to acquire its right and option to an undivided 50% right, title and interest in certain mineral claims in the Athabasca region of Canada for $58,300 (CAD) plus 2,000,000 shares of the common stock of the Company. In addition, the Company agreed to take on the financial responsibility of Coastal Uranium Holdings Ltd. to fund development of the mineral property. That transaction has been rescinded.

In April 2008, the Company entered into a second agreement with Coastal Uranium Holdings Ltd. to acquire its 50% interest in mining claim S-110476 in the Athabasca region of Canada for $250,000 (CAD) plus 4,000,000 shares of the common stock of the Company. In addition, the Company agreed to take on the financial responsibility of Coastal Uranium Holdings Ltd. to fund development of the mineral property. That transaction has been rescinded.

On April 20, 2010, the Company initiated a new line of business doing business as Vanguard Management in hopes that proceeds from management consulting would assist the Company in funding its mineral exploration as well as provide growth capital. The Company ceased this management consulting business in June, 2011. The Company did receive some cash and some stock in exchange for management consulting services. All this stock has been liquidated or returned. The Company did enter into a related party transaction with Genesis Venture Fund India I, LP that involved a swap of stock and management consulting services. That transaction has been rescinded.

In April 2010, the Company traded 1,000,000 common shares of Vanguard for 1,000,000 shares of a company, PEI Worldwide Holdings, Inc. On June 7, 2011, The Company completed a rescission whereby the 1,000,000 shares previously issued in exchange for the PEI shares were cancelled and the 1,000,000 shares of PEI were returned to PEI.

The Company was able to complete a financing for $250,000 for sales of its common stock in June, 2011 and was actively working on the exploration of its Uranium Properties, which was expected to begin drilling and trenching in June 2012. The project was abandoned in 2012.

On January 8, 2014, the Company closed a Note Purchase and Loan Participation Assignment Agreement with and amongst two related parties of the Company and five individual investors, pursuant to which the Company issued 1,000,000 shares of common stock of the Company and two convertible promissory notes in total amount of $170,000 to purchase a Promissory Note (referred to "Safford Note"), dated February 19, 2013, in the original principal amount of $209,400 and with a maturity date of February 1, 2018, which is secured by a Mortgage/Deed of Trust on Real Property recorded March 5, 2013 in Document No. 2013-01174, of the Official Records of the County Recorder of Graham County, Arizona. On March 12, 2014, the Company sold the Safford Note on the Safford, Arizona dispensary location for a cash payment of $210,500.

On January 22, 2014, the Company entered into a real estate purchase agreement with an individual resident of the State of Arizona, pursuant to which the Company acquired the land located in Gilbert Arizona for a total payment of $300,000, of which $250,000 was paid in cash, and $50,000 was paid by issuing 16,667 shares of the common stock of the Company at a price of $3 per share. Simultaneously, the Company issued 100,000 shares of common stock of the Company to Cumbre Investment LLC, a related party of the Company, to acquire its Right of First Refusal on the land. The transaction was completed and the title of the land was transferred to the Company.

On January 29, 2014, the Company entered into a purchase and consulting agreement with a related party of the Company, pursuant to which the Company acquired a permanent modular building located in Gilbert Arizona for total payments of $675,000. Simultaneously, the Company issued 140,000 shares of common stock of the Company at a price of $1 per share to the seller of the building to acquire a conditional use permit for the building. The transaction was completed and the title of the land was transferred to the Company.

On March 7, 2014, the Company entered into a real estate purchase agreement with Maryland LLC, an Arizona limited liability company, pursuant to which the Company acquired the property located in Tempe Arizona for total payment of $4,600,000, of which $2,500,000 was paid by cash and $2,100,000 was seller carryback from Maryland LLC. The transaction was completed and the title of the land was transferred to the Company.

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 has never defaulted on loans.

7. Any change of control:

In September of 2013, Marc Brannigan, an individual resident of the State of Arizona, acquired 15,000,000 shares of common stock of the Company, representing approximately 91.54% of the issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company.

On September 16, 2013, the Board of Directors of the Company appointed Marc Brannigan as President and Chief Executive Officer of the Company and Chairman of Board of Directors (sole director).

Simultaneously on September 16, 2013, Christopher Anzalone, the Company's former President and Director, resigned all his officer and director positions with the Company.

On March 31, 2014, the Board of Directors of the Company appointed Bryan McLaren as President, Sectary and Treasurer of the Company, and elected Lenny C Salgado as the sole director of the Board. Marc Brannigan resigned all his officer and director positions with the Company.

On April 3, 2014, the Board of Directors of the Company elected Irvin Rosenfeld and Bryan McLaren as directors of the Board.

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

In September of 2013, Marc Brannigan, an individual resident of the State of Arizona, acquired 15,000,000 shares of common stock of the Company, representing approximately 91.54% of the issued and outstanding voting power of the Company. The transaction resulted in a change in control of the Company.

On December 20, 2013, the Board of Directors of the Company approved the issuance of 700,000 shares of preferred stock to a related party partially owned by the Company's President for professional services in connection with setting up the business with respect to commercial properties acquisition, management, and running the daily operations of the Company. The 700,000 shares of preferred stock are not convertible into any other class or series of stock, the holder of which are entitled to fifty (50) votes for each share held. Voting rights are not subject to adjustment for splits that increase or decrease the common shares outstanding.

During the first quarter of 2014, the Company issued 5,857,000 shares of restricted common stock at a price of $1.00 per share to approximately 28 accredited investors pursuant to a private placement, exempt from registration pursuant to Rule 506(c) under the Securities Act of 1933, as amended. The total proceeds the Company received from this private placement were approximately $5,857,000.

During the first quarter of 2014, the Company issued a total of 2,925,514 shares of common stock of the Company to settle the principal obligations of certain convertible notes payable – related parties in amount of $329,413. The accrued interest was forgiven.

On April 14, 2014, the Board of Directors and its representative shareholders elected to retire 4,576,283 shares of common stock back into the company treasury.

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

On May 19, 2006, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock to 500,000,000 shares, $0.001 par value.

On April 1, 2010, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada regarding a 1:300 reverse split of its common stock. The authorized capital stock was reduced to 1,666,666 shares, $0.001 per value;

On September 9, 2013, the Company filed Articles of Amendment to Articles of Incorporation with Secretary of State of Nevada to increase its authorized capital stock to 100,000,000 shares, $0.001 par value.

On December 13, 2013, the Board of Directors of the Company authorized and approved to amend the Company's Articles of Incorporation in connection with an increase in authorized number of shares of Capital Stock, $.001 par value, of the Company from 100,000,000 shares to 105,000,000 shares, of which 5,000,000 shares, $.001 par value, were authorized and designated as a new class of its Preferred Stock.

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

On July 29, 2013, the Company filed Form 15 with Securities and Exchange Commission to voluntarily terminate its reporting status.

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 is a strategic real estate investment firm whose primary focus is acquiring commercial properties that face unique zoning challenges. Our diverse team of experienced professionals works to develop meaningful relationships with corporate and community partners. We focus on acquiring properties that have the potential to increase value within their surrounding communities and use turn-key development strategies to build long-term growth and value.

The Company targets commercial properties that can be acquired and potentially re-zoned for specific development purposes, including but not limited to medical marijuana dispensaries or cultivation facilities. The core of its business is in identifying and acquiring properties that exist within highly regulated zoning regions and may be candidates for re-zoning. This is an essential aspect of its overall growth strategy because the company targets uniquely zoned properties that are developed as candidates for specific industry operators. Once the properties have been acquired and/or re-zoned, their value may be substantially higher as demand for properties within the specific zoning region increases.

The Company manages a portfolio of properties that it owns and leases and provides direct development on each and every property it acquires. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, and state of the art security systems.

The Company focuses on properties within the medical marijuana industry because we believe there will be surging demand in this industry, yet relatively few places that will be granted zoning approval for such use. Ultimately, this scenario should lead to high rental realization as compared to other real estate rental uses.

THE MARKET OPPORTUNITY FOR MEDICAL MARIJUANA

The retail marijuana market in the U.S. is estimated at approximately $30 billion annually according to a recent cover story in the financial publication "Barron's. (Barron's cover story June 3rd 2013) Currently 21 states and the District of Columbia have legalized marijuana for medicinal use with Colorado and Washington also approving recreational use.

In a landmark decision, U.S. Attorney General Eric Holder announced on August 29, 2013 that the U.S. Justice Department would let the states of Colorado and Washington handle their own affairs when it comes to the legalization of recreational marijuana beginning in January.[1] This was and is seen as a positive step in the overall narrative of marijuana legalization in the U.S. for medicinal and recreational use.

The press coverage of medical marijuana has been encouraging recently. One example is Dr. Sanjay Gupta's op-ed titled "Why I Changed My Mind On Weed."[2] Gupta was a former opponent of medical marijuana until he saw the positive medicinal effects of the plant, especially on children with seizures and adults suffering

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[1] Kevin Johnson and Raju Chebium, *Justice Department Won't Challenge State Marijuana Laws*, USA TODAY (Aug. 29, 2013 6:29 PM), http://www.usatoday.com/story/news/nation/2013/08/29/justice-medical-marijuana-laws/2727605/.

[2] Dr. Sanjay Gupta, *Why I Changed My Mind on Weed*, CNN.com (Aug. 8, 2013 8:44 PM), http://www.cnn.com/2013/08/08/health/gupta-changed-mind-marijuana/index.html.

from a variety of painful ailments. One child was having over 300 seizures per week despite being on seven different medications. Medical marijuana was the only medicine able to calm her brain and dramatically decreasing her seizures to two or three per month. That is just one of many cases that Dr. Gupta covered in his television documentary, "Weed." In the program, he outlined the reasons why his opinion on the medicine has changed from dismissive to sympathetic of many patients' need for the medicine. He went as far as to say, "We have been terribly and systematically misled for nearly 70 years in the United States, and I apologize for my own role in that."[3]

As mentioned above, 21 states plus the District of Columbia have legalized the use of medical marijuana. CNBC predicts that by 2017, fourteen other states will make medical marijuana legal and states such as Colorado and Washington that have voted to legalize recreational marijuana have opened the door for other states to follow. When recreational use of cannabis becomes legal in Washington and Colorado in January, the national and international media attention on the subject will greatly intensify.

From a business perspective, medical marijuana is as close to a perfect crop as there is. It is a single product that in most cases allows its cultivators to operate, on average, with 50% margins or better, and there is incredible demand for the product in every market where it has been approved for medicinal and recreational use. The wholesale price in Arizona right now is anywhere from $3,000-$4,000 per pound, with some strains selling for a much as $7,000 per pound in the retail sphere. Because of the immense financial opportunities this industry presents, many business-oriented individuals are attempting to invest in the medical marijuana industry. While these individuals have been wildly successful in other business endeavors, many do not realize the many challenges they will face from local municipalities who are doing everything in their power, such as enacting strict zoning and separation requirements, to ensure these facilities do not begin to operate in their neighborhoods.

Zoned Properties, Inc. (ZPI) is identifying and acquiring commercial properties that face unique zoning challenges in Arizona and other select states. We will acquire commercial properties that have been zoned for specific purposes such as medical marijuana dispensaries or cultivation facilities.

ZONED PROPERTIES, INC. – A UNIQUE REAL ESTATE INVESTMENT

Zoned Properties is uniquely positioned to benefit from the tremendous financial opportunities the medical marijuana industry presents without having to deal with the risk of actually cultivating, distributing, or dispensing medical marijuana, which is still illegal under federal law.

The company's initial holdings and acquisition targets are in the state of Arizona. Unlike many other states that have legalized medical marijuana, Arizona's program has some of the strictest regulations in the country and limits the amount of dispensaries that will be allowed to be open and operate within the state. While there are more medical marijuana dispensaries in Denver, Colorado then there are Starbucks, the entire state of Arizona can have a maximum of 126 operating dispensaries as the law is currently written.[4]

A recent report by Dr. Timothy Hogan[5] predicted that the Arizona medical marijuana market would reach upwards of $440 million in sales by 2016.[6] It also states that by 2016, 112 dispensaries will be operational, the number of qualifying patients statewide will be approximately 105,000, and total medical marijuana sales will be in

[3] *Id*.
[4] *Denver Now Has More Marijuana Dispensaries Than It Does Starbucks*, Huffington Post (Sep. 5, 2011 6:12 AM), http://www.huffingtonpost.com/2011/07/06/medical-marijuana-denver-starbucks_n_891480.html; White Mountain Health Center v. County of Maricopa, 2012 WL 6656902 (Ariz. Sup. Ct 2012), *available at* http://arizonamarijuanalawyers.com/wp-content/uploads/2012/12/Under-Advisement-Ruling-and-Writ-of-Mandamus3.pdf.
[5] Professor Emeritus of Economics at W.P. Carey School of Business at Arizona State University
[6] Dr. Timothy Hogan, *The Economic Contribution of Arizona's Regulated Medical Marijuana Dispensary Industry*, MEDICAL MARIJUANA BUSINESS DAILY (Mar. 19, 2013), available at http://mmjbusinessdaily.com/Dr_Hogan_Report_March_19_2013.pdf.

excess of $440 million.[7] Another interesting observation in Dr. Hogan's report is that at the height of maturity, he believes the market will have just 50 cultivation facilities serving the 112 open dispensaries.

ZPI believes there is much credence to be given to Dr. Hogan's report because, as discussed above, the state of Arizona has imposed very strict and specific zoning requirements for both dispensaries and cultivation facilities. These regulations provide a unique opportunity for savvy investors familiar with zoning law to acquire certain parcels, have them zoned or re-zoned, and create tremendous value. Once properly zoned for a medical marijuana cultivation facility, the property value increases exponentially because zoning requirements restrict the distance between each of these facilities. ZPI has already identified, qualified, and, in some cases, negotiated and acquired properties that are or can be zoned for medical marijuana growth or dispensary.

Details on some of the company's holdings and targets can be found below along with more detailed information on the Arizona medical marijuana market.

THE OPPORTUNITY FOR ZONED PROPERTIES IN ARIZONA

Arizona offers opportunities in addition to acquiring adequately zoned properties for medical marijuana facilities; water rights and assured water supply credits ("Water"). Water is a strong focus of ZPI. The company is in the process of implementing an acquisition strategy throughout Arizona, which includes the analysis of a variety of properties with significant Water value attached to the asset.

Once a property is acquired within the zoning requirements of a medical marijuana cultivation or dispensary location, ZPI can charge in some cases three to five times more than market value for rent because of the high-risk of use within the facilities. Cities and towns' strict zoning requirements make these properties extremely valuable, especially if they are large, free standing, or meet current zoning requirements for their use.

Arizona's medical marijuana program is still in its infant stages. There are ample property management and build-out opportunities for medical marijuana cultivation facilities and/or dispensaries. ZPI has realized this and is already working with multiple groups in Arizona that are in need of quality resources or experience to get these facilities operational. The need for expertise in the marketplace regarding uniquely zoned properties was one of the main catalysts in forming ZPI—there are so many opportunities in Arizona, but many investor groups lack the resources, knowledge, and expertise to see these projects through from start to finish.

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

The Primary SIC Code for the Company is
6799 - Real estate investment and management

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

The Company devotes substantially all of its efforts to establishing a new business, and there has been no significant revenue therefrom since incorporation. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Accounting Standard Codes 915 ("ASC 915").

The Company has already identified and qualified properties that are or can be zoned for medical marijuana growth or dispensary.

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[7] *Id.*

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.

The Company had no corporate subsidiaries as of the date of this Report. Zoned Properties is the sole member of two established Limited Liabilities Companies: Tempe Industrial Properties LLC, which is the owner of one real estate asset managed by the Company, and Gilbert Property Management LLC, which has no operating activities as of the date of this Report.

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

We are subject to applicable provisions of federal and state securities laws and to regulations specifically governing the real estate industry, including those governing fair housing and federally backed mortgage programs. Our operations will also be subject to regulations normally incident to business operations, such as occupational safety and health acts, workmen's compensation statutes, unemployment insurance legislation and income tax and social security related regulations. Although we will use our best efforts to comply with applicable regulations, we can provide no assurance of our ability to do so, nor can we fully predict the effect of these regulations on our proposed activities.

In addition, zoning commercial properties for specific purposes, such as medical marijuana dispensaries or cultivation facilities, is subject to specific regulations to the zoning requirements for the city, county and state related to any medical marijuana facility. We expect regulations to get tighter as time goes on.

In November 2010, voters passed the Arizona Medical Marijuana Act ("AMMA").[8] The AMMA designates the Arizona Department of Health Services (ADHS) as the licensing authority for the program.[9] ADHS is tasked with issuing Registry Identification Cards (RIC) to qualifying patients, designated caregivers, and dispensary agents, as well as selecting, registering, and providing oversight for nonprofit medical marijuana dispensaries.[10] With permission from ADHS, qualifying patients or their caregivers may cultivate marijuana if the patient lives more than 25 miles from a dispensary. Currently over 95% of the state is covered within the 25-mile rule, which will eliminate the caregiver model that has been able to survive since the programs inception in 2010.

Qualifying patients can legally possess and purchase medical marijuana under Arizona law as long as they hold a RIC.[11] They acquire their medicine from non-profit medical marijuana dispensaries. These dispensaries acquire, possess, cultivate, manufacture, deliver, transfer, transport, supply, sell, and dispense medical marijuana.[12] Arizona is divided into 126 Community Health Assessment Areas (CHAA(s)) and each CHAA may only have one dispensary located within it.[13] Dispensaries are the only place patients are legally allowed to purchase medical marijuana in Arizona. Arizona law permits the number of CHAAs to change based on the number of registered pharmacies in Arizona.[14] In order to operate, a dispensary must have a Dispensary Registration Certificate and

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[8] White Mountain Health Center, 2012 WL 6656902.

[9] *Report to Arizona Department of Health Services: First Annual Medical Marijuana Report*, ARIZONA DEPARTMENT OF HEALTH SERVICES at 3 (Nov. 8, 2012), http://www.azdhs.gov/medicalmarijuana/documents/reports/az-medical-marijuana-program-annual-report-2012.pdf.

[10] *Id*.

[11] *Id*. at 3.

[12] *Id*. at 7.

[13] White Mountain Health Center, 2012 WL 6656902.

[14] *Report to Arizona Department of Health Services*, *supra* note 9, at 7. Arizona law permits one dispensary for every 10 licensed pharmacies in Arizona.

Approval to Operate Certificate from ADHS. The first dispensaries began operation in 2012, and it is anticipated that at maturity, there will be about 112 dispensaries statewide – one in each CHAA not part of one of Arizona's Native American Indian Reservations.

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.

The Research and Development of the new technologies and products by the Company is an ongoing process. During the fiscal years ended December 31, 2013 and 2012, the Company had no R&D expenses incurred.

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

Each state consisting of our properties are inspected by local and state officials and follow a strict list of guidelines.

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

The Company currently has 3 full-time employees.

Item IX: The nature of products or services offered.

1. Distribution methods of the products or services:

Not applicable

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

The Company has already identified and qualified properties that are or can be zoned for medical marijuana growth or dispensary.

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

We are a leader in our industry.

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

Not applicable

5. Dependence on one or a few major customers:

Not applicable

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

We are currently in the process of filing a supplemental trademark for the trademark called "Zoned Properties" with United State Patents and Trademarks Office.

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

Identifying and acquiring adequately zoned commercial properties for specific purposes, such as medical marijuana dispensaries or cultivation facilities, is subject to specific regulations to the zoning requirements for the city, county and state related to any grow or dispensary. We expect regulations to get tighter as time goes on.

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

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.

President, Treasurer and Secretary

1. Full Name: Bryan McLaren
2. Business Address: 16624 N 90th St #101, Scottsdale, AZ 85260
3. Employment history: Mr. McLaren has a dedicated history of work in the sustainability industry and in business development. Prior to his role as President/CEO of Zoned Properties, Inc. he was hired on as the Chief Sustainability Officer and VP of Operations. He has worked as a sustainability consultant for Waste Management, Inc., as a Project Manager at Arizona State University, and as a Sustainability Manager for Northern Arizona University.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: For his services with Zoned Properties, Mr. McLaren will receive compensation in the form of Salary at 8,500 dollars per month and restricted common stock at the level of 50,000 shares per year
6. Number and class of issuer's securities beneficially owned:

   700,000 shares of Common Stock

Director

1. Full Name: Leonard C. Salgado
2. Business Address: 16624 N 90th St #101, Scottsdale, AZ 85260
3. Employment history: Mr. Salgado is an independent financial advisor with a long history of quality service to his clients. He is the Managing Member of Pinnacle Advisory Group, LLC and has held past positions as District Leader with Genworth Financial and as VP Personal Investment Officer with BBVA Compass Bank.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: For his services as Director, Mr. Salgado will receive compensation in the form of restricted common stock at a level of 10,000 shares per year of service.
6. Number and class of issuer's securities beneficially owned: None

Director

1. Full Name: Irvin Rosenfeld
2. Business Address: 16624 N 90th St #101, Scottsdale, AZ 85260
3. Employment history: Mr. Rosenfeld has over 26 years of experience in the financial industry and is an accomplished author. He is one of the longest standing survivors of the Federal Medical Cannabis Program and has appeared on dozens of television news programs and in print media.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: For his services as Director, Mr. Rosenfeld will receive compensation in the form of restricted common stock at a level of 10,000 shares per year of service.
6. Number and class of issuer's securities beneficially owned: None

Former President, Chief Executive Officer, Secretary and Director*

1. Full Name: Marc Brannigan
2. Business Address: 16624 N 90th St #101, Scottsdale, AZ 85260
3. Employment history: Mr. Brannigan is a financial consultant.
4. Board memberships and other affiliations: Director *
5. Compensation by the issuer: the Board of Directors of the Company awarded Marc Brannigan with a payment of $71,250 for his salary as President and CEO of the Company during his service from September 16, 2013 through March 31, 2014.
6. Number and class of issuer's securities beneficially owned:

   1,500,000 shares of Common Stock

   * Mr. Brannigan resigned from all his positions and directorship of the Company on March 31, 2014.

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.

Not applicable

D. Disclosure of Related Party Transactions.

(A) Safford Note

On January 8, 2014, the Company closed a Note Purchase and Loan Participation Assignment Agreement with and amongst two related parties of the Company and five individual investors who are related parties, pursuant to which the Company issued 1,000,000 shares of common stock of the Company and two convertible promissory notes in total amount of $170,000 to purchase a Promissory Note (referred to "Safford Note"), dated February 19, 2013, in the original principal amount of $209,400 and with a maturity date of February 1, 2018, which is secured by a Mortgage/Deed of Trust on Real Property recorded March 5, 2013 in Document No. 2013-01174, of the Official Records of the County Recorder of Graham County, Arizona. On March 12, 2014, the Company sold the Safford Note on the Safford, Arizona dispensary location for a cash payment of $210,500.

(B) Convertible notes payable – Beneficial conversion features

The Company borrowed funds to cover its daily operations, including but not limited to, consulting and advisory fees, accounting fees, legal fees, compliance fees and others, from MAC CAM LLC, a related party partially owned by the Company's President. The borrowings were evidenced by four convertible promissory notes, dated on September 30, 2013 ("September Note"), October 31, 2013 ("October Note"), November 30, 2013 ("November Note") and December 31, 2013 ("December Note"). The holder of the Notes has an option to convert all or any portion of the accrued interest and unpaid principal balance of the Notes into the common stock of the Company or its successors. The outstanding balances, interest rates, maturity dates and conversion prices of each note are set forth in the following table:

	Outstanding Balance	Interest Rate	Maturity Date	Conversion Price
September Note	$ 25,000	8%	Due on demand	$0.05
October Note	52,518	8%	Due on demand	$0.05
November Note	32,217	10%	November 30, 2014	$0.05
December Note	49,678	10%	December 31, 2014	$0.10
Total	$ 159,413			
Remaining balance of discounts	(79,121)			
Net	$ 80,292			

The conversion price associated with the Notes was determined based on the facts at the time whereby the Company had nominal trading volume for its stock and had negative shareholder equity at the time of issuance.

The Notes were discounted in amount of $128,406 due to the intrinsic value of the beneficial conversion option. As of December 31, 2013, the aggregate carrying value of the Notes was $80,292, net of debt discounts of $79,121. The Company recorded interest expense related to the Notes of $1,484 and amortization of debt discount in amount of $49,285 during the year ended December 31, 2013. The interest expense of $1,484 has been included under accrued liabilities.

(C) Convertible Notes Conversion

During the first quarter of 2014, the Company issued a total of 2,925,514 shares of common stock of the Company to settle the principal obligations of certain convertible notes payable – related parties in amount of $329,413, including convertible notes payable of $170,000 in connection with Safford Note disclosed above. The accrued interest was forgiven.

(D) Preferred Stock Issuance for Services Rendered

On December 20, 2013, the Board of Directors of the Company approved the issuance of 700,000 shares of preferred stock to a related party partially owned by the Company's President for professional services in connection with setting up the business with respect to commercial properties acquisition and management that face unique zoning challenges, and running the daily operations of the Company. The 700,000 shares of preferred stock are not convertible into any other class or series of stock, the holder of which are entitled to fifty (50) votes for each share held. Voting rights are not subject to adjustment for splits that increase or decrease the common shares outstanding.

E. Disclosure of Conflicts of Interest.

There are no conflicts of interest.

F. Compensation to Marc Brannigan, Former Sole Director, Chairman, President and CEO.

The Board of Directors of the Company awarded Marc Brannigan with a lump sum payment of $71,250 for his salary as President and CEO of the Company during his service from September 16, 2013 through March 31, 2014.

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

The unaudited balance sheets, statements of operations, statements of cash flows, statements of changes in stockholders' equity, and financial notes for the years ended December 31, 2013 and 2012 were previously filed on March 24, 2014.

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 balance sheets, statements of operations, statements of cash flows, statements of changes in stockholders' equity, and financial notes for the years ended December 31, 2013 and 2012 were previously filed on March 24, 2014.

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 15, 2014:

Preferred Stock

Name	Address	Number Of Preferred Shares	Percentage Of Class
MAC CAM LLC	3931 E. Orchid Lane Phoenix, AZ 85044	700,000	100.00%

Common Stock

Name	Address	Number Of Common Shares	Percentage Of Class
ALAN ABRAMS	3250 S. Arizona Ave #1023, Chandler, AZ 85248	3,200,000	13.51%
MARC BRANNIGAN	16624 N 90th St #200, Scottsdale AZ 85260	1,500,000	6.34%
CHRISTOPHER CARRA	16624 N 90th St #101, Scottsdale AZ 85260	2,200,000	9.29%
DUKE RODRIGUEZ	16624 N 90th St #200, Scottsdale AZ 85260	2,200,000	9.29%
GREG JOHNSTON	915 Stitch Road, Stevens, WA 98258	1,500,000	6.34%
M. J. TRUST	1794 Banyan Creek Circle N Boynton Beach, FL 33436	1,200,000	5.07%

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
The Law Offices of Harold H. Martin
Attorney at Law
19720 Jetton Road, 3rd Floor
Cornelius, NC 28031
Phone: (704) 464-9528
Fax: (704) 464-9051
Email: harold@martin-pritchett.com

4. Accountant or Auditor
Accountant:
Greentree Financial Group, Inc
7951 SW 6th Street Suite 216
Plantation, FL 33324
Phone: (954) 424-2345
Fax: (954) 424-2230
Email: tracylok@gtfinancial.com
www.gtfinancial.com

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.

The Company is a strategic real estate investment firm whose primary focus is acquiring commercial properties that face unique zoning challenges. Our diverse team of experienced professionals works to develop meaningful relationships with corporate and community partners. We focus on acquiring properties that have the potential to increase value within their surrounding communities and use turn-key development strategies to build long-term growth and value.

The Company targets commercial properties that can be acquired and potentially re-zoned for specific development purposes, including but not limited to medical marijuana dispensaries or cultivation facilities. The core of its business is in identifying and acquiring properties that exist within highly regulated zoning regions and may be candidates for re-zoning. This is an essential aspect of its overall growth strategy because the company targets uniquely zoned properties that are developed as candidates for specific industry operators. Once the properties have been acquired and/or re-zoned, their value may be substantially higher as demand for properties within the specific zoning region increases.

The Company manages a portfolio of properties that it owns and leases and provides direct development on each and every property it acquires. This can include complete architectural design and subsequent build-outs, general support, landscaping, general up-keep, and state of the art security systems.

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

For the Years Ended December 31, 2013 and 2012 (Unaudited)

Revenues

The Company devotes substantially all of its efforts to establishing a new business, and there has been no significant revenue therefrom since incorporation. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Accounting Standard Codes 915 ("ASC 915").

Operating Expenses

We had operating expenses of $336,547 and $248,432 for the years ended December 31, 2013 and 2012, respectively. Operating expenses were in connection with our daily operation, including but not limited to, consulting and advising fees, accounting fees, legal fees, fees related to compliance, website development and others. The increase by amount of $88,115 during 2013 was due primarily to the increase in consulting, legal and compliance fees after the change in control of the Company. In addition, the Company had stock based compensation of $39,099 in 2013 in connection with the issuance of 150,000 shares of common stock to a consultant for professional services in connection with reporting compliance and corporate matters during 2013, and the issuance of 700,000 shares of preferred stock to a related party for setting up the business with respect to commercial properties acquisition and management that face unique zoning challenges, and running the daily operations of the Company. The stock based compensation was booked pro rata within the relative service periods.

Income/Losses

Net loss for the year ended December 31, 2013 was $387,316, increased by $180,030 compared to net loss of $207,286 for the year ended December 31, 2012. The increase in net loss was primarily attributable to the increase in consulting, legal and compliance fees after the change in control of the Company. In addition, there was no income from debt forgiveness during 2013, compared to $41,146 in 2012.

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

During the years ended December 31, 2013 and 2012, net cash flows used in operating activities were $297,448 and $250,000, respectively. Negative cash flows in the year ended December 31, 2013 were due primarily to the net loss of $387,316, offset by the non-cash expenses of $88,384. Negative cash flows during the year ended December 31, 2012 were due primarily to the net loss of $207,286, plus the decrease in accounts payable and accrued expenses in amount of $33,714.

There was no cash flow from investing activities during the years ended December 31, 2013 and 2012, respectively.

During the year ended December 31, 2013, net cash flows provided by financing activities were $309,413 due primarily to the proceeds of $150,000 from sales of 15,000,000 shares of our Common Stock at price of $.01 per share, plus the proceeds of $159,413 from the loan of related party. Comparatively, we had net cash flows of $250,000 provided by financing activities during the year ended December 31, 2012. We were able to complete a financing for $250,000 for sales of our common stock in June, 2011 and the proceeds of this financing were released to us on August 15, 2012.

We had cash of $11,965 on hand as of December 31, 2013. 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.

During the first quarter of 2014, the Company issued 5,857,000 shares of restricted common stock at a price of $1.00 per share to approximately 28 accredited investors pursuant to a private placement, exempt from registration pursuant to Rule 506(c) under the Securities Act of 1933, as amended. The total proceeds the Company received from this private placement were approximately $5,857,000.

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, 2012 and December 31, 2012:

Restricted Common Shares Cancellation:
Number of shares cancelled: 233,333
Legend: Rule 144

Restricted Common Shares Issuance:
Number of shares issued: 0
Legend: Rule 144

Between January 1, 2013 and December 31, 2013:

Restricted Common Shares Issuance:
Number of shares issued: 15,150,000
Legend: Rule 144

Between January 1, 2014 and Present:

Restricted Common Shares Cancellation:
Number of shares cancelled: 4,576,283
Legend: Rule 144

Restricted Common Shares Issuance:
Number of shares issued: 11,714,181
Legend: Rule 144

Part F: Exhibits

Item XVIII: Material Contracts:

All material contracts are listed in the footnotes of the financial statements for the year ended December 31, 2013, which was previously filed on March 24, 2014.

Item XIX: Articles of Incorporation and Bylaws.

Articles of Incorporation and all the amendments were previously filed on November 4, 2013.

Bylaws was separately filed on November 4, 2013.

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

None.

Item XXI Issuer's Certifications.

I, Bryan McLaren certify that:

1. I have reviewed this Information and Disclosure Statement of Zoned Properties, 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 15, 2014

/s/ Bryan McLaren
Bryan McLaren, President