

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

IIOT-OXYS, Inc.

Form: 10-K

Date Filed: 2017-03-31

Corporate Issuer CIK: 1290658

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

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the fiscal year ended: December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File Number: 000-50773

Gotham Capital Holdings, Inc.
(Exact name of Registrant as specified in its charter)

<u>New Jersey</u>	<u>56-2415252</u>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification)

266 Cedar Street, Cedar Grove, New Jersey 07009
(Address of principal executive offices, including zip code)

(973) 239-2952
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities Registered Pursuant to Section 12(g) of the Exchange Act:
Common Stock, par value \$0.001 per share
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined
in 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to
Section 13 or Section 15(d) of the Exchange
Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. **As of June 30, 2016, the market price for voting and non-voting common equity held by non-affiliates of the registrant was \$233,633.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **The number of shares outstanding of the registrant's only class of common stock, as of March 31, 2017 was 5,266,075 shares of its \$.001 par value common stock.**

DOCUMENTS INCORPORATED BY REFERENCE

None

TABLE OF CONTENTS

	<u>Page</u>
Part I	
Item 1. Business	4
Item 1A. Risk Factors	6
Item 1B. Unresolved staff comments	6
Item 2. Properties	6
Item 3. Legal Proceedings	6
Item 4. Mine Safety Disclosures	6
Part II	
Item 5. Market for Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	7
Item 6. Selected Financial Data	8
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	8
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	10
Item 8. Financial Statements and Supplementary Data	11
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	22
Item 9A. Controls and Procedures	22
Item 9B. Other Information	23
Part III	
Item 10. Directors and Executive Officers, Promoters, Control Persons, and Corporate Governance	24
Item 11. Executive Compensation	26
Item 12. Security Ownership of Certain Beneficial Owners and Management	27
Item 13. Certain Relationships and Related Transactions, and Director Independence	28
Item 14. Principal Accountant Fees and Services	28
Part IV	
Item 15. Exhibits, Financial Statements Schedules	29
Signatures	31

ITEM 1. BUSINESS

Gotham Capital Holdings, Inc. ("the Company") was incorporated in the State of New Jersey on October 1, 2003 under the name of Creative Beauty Supply of New Jersey Corporation and subsequently changed its name to Gotham Capital Holdings, Inc. on May 18, 2015.

Corporate Operations

On January 1, 2004, the Company commenced operations in the beauty supply industry at both the wholesale and retail levels. On November 30, 2007, the Company's Board of Directors approved a plan to dispose of its wholesale and retail beauty supply business. As of January 1, 2009, the Company has had no operations and is a shell company.

The Company's business plan is to attempt to identify and negotiate with a business target for the merger of that entity with and into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or may wish to contribute or sell assets to the Company rather than to merge. No assurances can be given that the Company will be successful in identifying or negotiating with any target company. The Company seeks to provide a method for a foreign or domestic private company to become a reporting or public company whose securities are qualified for trading in the United States secondary markets.

A business combination with a target company normally will involve the transfer to the target company of the majority of the issued and outstanding common stock of the Company, and the substitution by the target company of its own management and board of directors. No assurances can be given that the Company will be able to enter into a business combination, or, if the Company does enter into such a business combination, no assurances can be given as to the terms of a business combination, or as to the nature of the target company.

The current and proposed business activities described herein classify the Company as a blank check company. The Securities and Exchange Commission and many states have enacted statutes, rules and regulations limiting the sale of securities of blank check companies. Management does not intend to undertake any efforts to cause a market to develop in the Company's securities until such time as the Company has successfully implemented its business plan described herein.

In 2015, the Board of Directors of the Company adopted resolutions to amend their Articles of Incorporation to increase the authorized shares to 200,000,000, to amend Articles of Incorporation to change the Company's name to Gotham Capital Holdings, Inc., and to authorize a 1-for-2 reverse split of all outstanding common shares. The corporation actions became effective as of May 18, 2015.

On April 1, 2015, the Company entered into a Securities Purchase Agreement with Gotham Capital, Inc. and certain Gotham Capital, Inc. shareholders which would have resulted in a change of control of the Company upon execution of the agreement. On July 22, 2016, both parties signed a mutual release that agreed to settle disputes and differences that have arisen between the two parties and cancelled the SPA. The Company has received a reimbursement of \$20,000 for professional fees related to the agreement.

Further to our investigation of business opportunities, on March 16, 2017, the Board of Directors of the Company adopted resolutions to change the Company's name to IIOT-OXYS, Inc., to authorize a change of domicile from New Jersey to Nevada, to authorize a 2017 Stock Awards Plan, and to approve the Securities Exchange Agreement between the Company and OXYS Corporation ("OXYS"), a Nevada Corporation. The actions have been approved by stockholders representing 84.2% of the Company.

Our Board of Directors and Majority Shareholders has approved a securities exchange agreement with the shareholders of OXYS to acquire 100% of the issued voting shares of OXYS in exchange for 34,687,244 of the Company's common shares. The securities and exchange agreement has not been executed as of the date of this filing. Upon execution of the securities and exchange agreement, the acquisition will result in a change of control of the Company. The 34,687,244 common shares to be issued consist wholly of securities exempt from registration under the Securities Act of 1933. The share consideration to be paid by the Company to the OXYS shareholders will represent approximately 90% of our issued voting equity on a fully diluted basis following closing. The corporate actions will not be effective until twenty days after the Definitive Information Statement filing date with the Securities and Exchange Commission.

OXYS is in the business of providing a combination of hardware and software products combined with services at the Edge of the Industrial Internet of Things (IIOT). The software services on top of that platform will enable local data processing, filtering, aggregation etc. to ensure that only that data worth keeping goes to higher levels. The OXYS Edge Device will also ensure that a local "SECRET KEY" known only to the OXYS Edge Device is safely stored and can never be hacked at the cloud level. In this way customer data cannot be mined by companies like Google, Microsoft, and Amazon etc. to surreptitiously create additional value on the backs of clients. OXYS will return control of data to the customer and will realize some of the value stream that would otherwise have gone to the cloud.

The business model of OXYS consists of the following aspects:

1. EdgeTelligence™: Provide a unique OXYS Edge Computing Device to serve as the local hardware platform for local analytics
2. EdgeRune™: Provide software to enable these local analytics
3. EdgeMap™: Provide data science and data analytics consulting services

Therefore, there will be three associated revenue streams: hardware sales, software sales and licensing, and consulting services. The OXYS system including the "SECRET KEY" is expected to be fully operative in less than six months and ready to be incorporated into hundreds of thousands of industrial devices, following successful funding.

OXYS is additionally working with universities, other companies, and other entrepreneurs in the area to implement best in class security from both a hardware and software perspective. This provides additional revenue sources and access to customers in the IIoT and even the internetworking of physical devices known as the Internet of Things.

Also at closing of the Securities Exchange Agreement, Carmine Catizone, a current officer and director and Pasquale Catizone, a majority shareholder will return an aggregate of 1,500,000 common shares to the Company for cancellation such that neither Carmine or Pasquale Catizone shall retain 5% or more of our voting securities. Pasquale Catizone has entered into a consulting

agreement with OXYS to provide consulting services during the transition. At closing of the Securities and Exchange Agreement, Carmine Catizone and Daniel Generelli will resign as officers and directors.

ITEM 1A. RISK FACTORS

Not applicable to a smaller reporting company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The Company has no properties and at this time, has no arrangements to acquire any properties. The Company currently uses for its principal place of business the home office of Pasquale Catizone, a principal shareholder of the Company, at no cost.

Management expects this arrangement to continue until the Company completes an acquisition or merger.

ITEM 3. LEGAL PROCEEDINGS

There is no litigation pending or threatened by or against the Company.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

(a) Market Information. The Company began trading publicly on the NASD Over the Counter Bulletin Board on May 12, 2006. We now trade under the symbol "GTHM".

The following table sets forth the range of high and low bid quotations for our common stock. The quotations represent inter-dealer prices without retail markup, markdown or commission, and may not necessarily represent actual transactions.

<u>Quarter Ended</u>	<u>High Bid</u>	<u>Low Bid</u>
3/31/16	1.5	0.6
6/30/16	0.6	0.3
9/30/16	0.3	0.3
12/31/16	1.5	0.3
3/31/15	0.2	0.2
6/30/15	2.0	0.2
9/30/15	1.5	0.8
12/31/15	1.5	1.5

Holders. There were approximately 90 record holders of the Company's common stock as of March 31, 2017. The issued and outstanding shares of the Company's common stock were issued in accordance with the exemptions from registration afforded by Sections 3(b) and 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

Dividends. Holders of the registrant's common stock are entitled to receive such dividends as may be declared by its board of directors. No dividends on the registrant's common stock have ever been paid, and the registrant does not anticipate that dividends will be paid on its common stock in the foreseeable future.

Securities authorized for issuance under equity compensation plans. No securities are authorized for issuance by the registrant under equity compensation plans.

Performance graph. Not applicable.

Sale of unregistered securities. None.

(b) Use of Proceeds. Not applicable.

(c) Purchases of Equity Securities by the issuers and affiliated purchasers. None.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable to a smaller reporting company.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as in certain other parts of this Annual Report on Form 10-K (as well as information included in oral statements or other written statements made or to be made by the Company) that look forward in time, are forward-looking statements made pursuant to the safe harbor provisions of the Private Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, expectations, predictions, and assumptions and other statements which are other than statements of historical facts. Although the Company believes such forward-looking statements are reasonable, it can give no assurance that any forward-looking statements will prove to be correct. Such forward-looking statements are subject to, and are qualified by, known and unknown risks, uncertainties and other factors that could cause actual results, performances or achievements to differ materially from those expressed or implied by those statements. These risk, uncertainties and other factors include, but are not limited to the Company's ability to estimate the impact of competition and of industry consolidation and risks, uncertainties and other factors set forth in the Company's filing with the Securities and Exchange Commission, including without limitation this Annual Report on Form 10-K.

The Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this Form 10-K.

Critical Accounting Policies

The following discussions as well as disclosures included elsewhere in this Form 10-K are based upon our audited financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. These financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States.

The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingencies. The Company continually evaluates the accounting policies and estimates used to prepare the financial statements. The Company bases its estimates on historical experiences and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management.

Trends and Uncertainties

There are no material commitments for capital expenditure at this time. There are no trends, events or uncertainties that have had or are reasonably expected to have a material impact on our limited operations. There are no known causes for any material changes from period to period in one or more line items of the Company's financial statements.

Liquidity and Capital Resources

At December 31, 2016, the Company had a cash balance of \$39,646, which represents a \$10,791 increase from the \$28,855 balance at December 31, 2015. This increase was primarily the result of a cash expense reimbursement received net of cash used to satisfy the requirements of a reporting company. The Company received the expense reimbursement related to the mutual release for the SPA referred to in Item 1. The Company's working capital balance at December 31, 2016 was \$(3,472), as compared to a December 31, 2015 balance of \$8,621.

The registrant did not pursue any investing or financing activities for the years ended December 31, 2016 and 2015.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern.

As shown in the accompanying financial statements, the Company has incurred losses of \$12,093 and \$51,592 for the years ended December 31, 2016 and 2015, respectively, and has an accumulated deficit, which raises substantial doubt about the Company's ability to continue as a going concern.

Management believes the Company will continue to incur losses and negative cash flows from operating activities for the foreseeable future and will need additional equity or debt financing to sustain its operations until it can achieve profitability and positive cash flows, if ever. Management plans to seek additional debt and/or equity financing for the Company, but cannot assure that such financing will be available on acceptable terms. The Company's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flows to meet its obligations, and obtain additional financing as may be required. The outcome of this uncertainty cannot be assured.

The Company's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flow to meet its obligations, and obtain additional financing as may be required.

The auditors have included a going concern qualification in their auditors' report dated March 31, 2017. Such a going concern qualification may make it more difficult for us to raise funds when needed. The outcome of this uncertainty cannot be assured.

The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing its business plan or that the successful implementation of such business plan will actually improve the Company's operating results.

Results of Operations for the Year Ended December 31, 2016 compared to the Year Ended December 31, 2015.

The Company had a net loss of \$12,093 in 2016 versus net loss of \$51,592 in 2015. The \$39,499 difference between the year ended 2016 and the year ended 2015 is a result of a decrease in professional fees of \$20,015, an increase in other general expenses of \$458, the receipt of an expense reimbursement of \$20,000 for prior year professional fees and a decrease in interest

income of \$58. The Company received the expense reimbursement related to the mutual release for the SPA referred to in Item 1. Operating expenses in 2016 were incurred primarily to enable the Company to satisfy its requirements of a reporting company. In 2015, operating expenses were incurred primarily to enable the Company to satisfy its requirements of a reporting company, and from increasing its authorized shares, effectuating a reverse stock split, and potential merger.

During the current and prior year the Company did not record an income tax benefit due to the uncertainty associated with the Company's ability to merge with an operating company, which might permit the Company to avail itself of those advantages and the Company's ability to utilize the net operating loss carryforwards may be limited by a potential merger.

Recently Issued Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standard if currently adopted would have a material effect on the accompanying financial statements.

Off balance Sheet Arrangements

None

Disclosure of Contractual Obligations

None

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Gotham Capital Holdings, Inc.
Index to Financial Statements

	<u>Page</u>
Report of Independent Registered Public Accounting Firm	12
Balance Sheets at December 31, 2016 and 2015	13
Statements of Operations for the years ended December 31, 2016 and 2015	14
Statements of Stockholders' Equity (Deficiency) for the years ended December 31, 2016 and 2015	15
Statements of Cash Flows for the years ended December 31, 2016 and 2015	16
Notes to Financial Statements	17

REPORT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

To the Board of Directors and Stockholders of Gotham Capital Holdings, Inc. (f/k/a Creative Beauty Supply of New Jersey Corporation)

We have audited the accompanying balance sheets of Gotham Capital Holdings, Inc. (f/k/a Creative Beauty Supply of New Jersey Corporation) (the "Company") as of December 31, 2016 and 2015, and the related statements of operations, stockholders' equity (deficiency) and cash flows for the years then ended. The financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2016 and 2015 and the results of their operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's recurring losses from operations, accumulated deficit and working capital deficiency, and lack of revenue generating operations, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note 2. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.

ROTENBERG MERIL SOLOMON BERTIGER & GUTTILLA, P.C.

Saddle Brook, New Jersey
March 31, 2017

GOTHAM CAPITAL HOLDINGS, INC.
BALANCE SHEETS
DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 39,646	\$ 28,855
TOTAL CURRENT ASSETS	39,646	28,855
TOTAL ASSETS	\$ 39,646	\$ 28,855
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
CURRENT LIABILITIES:		
Accounts payable	\$ 30,168	\$ 7,234
Accrued expenses	12,950	13,000
TOTAL CURRENT LIABILITIES	43,118	20,234
TOTAL LIABILITIES	43,118	20,234
STOCKHOLDERS' EQUITY (DEFICIENCY):		
Preferred stock, par value \$.001, authorized 10,000,000 shares, issued and outstanding -0- shares at December 31, 2016 and 2015	-	-
Common stock, par value \$.001, authorized 190,000,000 shares, issued and outstanding 5,266,075 shares at December 31, 2016 and 2015	5,266	5,266
Additional paid-in capital	781,375	781,375
Accumulated deficit	(790,113)	(778,020)
TOTAL STOCKHOLDERS' EQUITY (DEFICIENCY)	(3,472)	8,621
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)	\$ 39,646	\$ 28,855

The accompanying notes are an integral part of these financial statements.

GOTHAM CAPITAL HOLDINGS, INC.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
Revenues	\$ -	\$ -
Operating Expenses:		
Professional fees	30,523	50,538
Miscellaneous	1,593	1,135
Total Operating Expenses	32,116	51,673
Loss From Operations	(32,116)	(51,673)
Other Income:		
Miscellaneous Income	20,000	-
Interest income	23	81
Total Other Income	20,023	81
Net Loss	\$ (12,093)	\$ (51,592)
Loss per share:		
Basic and diluted net loss per common share	\$ 0.00	\$ 0.00
Basic and diluted weighted average common shares outstanding	5,266,075	5,266,075

The accompanying notes are an integral part of these financial statements.

GOTHAM CAPITAL HOLDINGS, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIENCY)
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	Common Stock \$.001 Par Value		Additional Paid In Capital	Accumulated Deficit	Total
	Number of Shares	Amount			
Balance, December 31, 2014	5,266,075	\$5,266	\$781,375	\$(726,428)	\$60,213
Net loss for the year	-	-	-	(51,592)	(51,592)
Balance, December 31, 2015	5,266,075	5,266	781,375	(778,020)	8,621
Net loss for the year	-	-	-	(12,093)	(12,093)
Balance, December 31, 2016	5,266,075	\$ 5,266	\$ 781,375	\$ (790,113)	\$(3,472)

The accompanying notes are an integral part of these financial statements.

GOTHAM CAPITAL HOLDINGS, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2016 AND 2015

	2016	2015
Cash flows from Operating Activities:		
Net loss from operations	\$ (12,093)	\$ (51,592)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Increase (decrease) in accounts payable	22,934	(7,882)
Increase (decrease) in accrued expenses	(50)	250
Net cash provided by (used in) operating activities	10,791	(59,224)
CASH AND CASH EQUIVALENTS – beginning of year	28,855	88,079
 CASH AND CASH EQUIVALENTS – end of year	\$ 39,646	\$ 28,855
 Supplemental Disclosures of Cash Flow Information:		
Cash paid during year for:		
Income taxes	\$ 500	\$ 500
 Interest	\$ -	\$ -

The accompanying notes are an integral part of these financial statements.

1. THE COMPANY

The Company was incorporated in the State of New Jersey on October 1, 2003 under the name of Creative Beauty Supply of New Jersey Corporation and subsequently changed its name to Gotham Capital Holdings, Inc. on May 18, 2015. The Company commenced operations in the beauty supply industry as of January 1, 2004. On November 30, 2007, the Company's Board of Directors approved a plan to dispose of its wholesale and retail beauty supply business. As of January 1, 2009, the Company has had no operations and is a shell company.

The Company's current business plan is to attempt to identify and negotiate with a business target for the merger of that entity with and into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or wish to contribute assets to the Company rather than merge.

No assurance can be given that the Company will be successful in identifying or negotiating with any target company. The Company provides a means for a foreign or domestic private company to become a reporting (public) company whose securities would be qualified for trading in the United States secondary market.

The Board of Directors of the Company adopted resolutions to amend their Articles of Incorporation to increase the authorized shares to 200,000,000 (See note 6), to amend Articles of Incorporation to change the Company's name to Gotham Capital Holdings, Inc. and authorize a 1-for-2 reverse split of all outstanding common shares. The corporation actions became effective as of May 18, 2015.

On April 1, 2015, the Company entered into a Securities Purchase Agreement ("SPA") with Gotham Capital, Inc. and certain Gotham Capital, Inc. shareholders which would have resulted in a change of control of the Company upon execution of the agreement. On July 22, 2016, both parties signed a mutual release which agrees to settle disputes and differences that have arisen between the two parties and cancelled the SPA. The Company has received a reimbursement of \$20,000 for professional fees related to the agreement which has been recorded as miscellaneous income in the statement of operations (See note 4).

See Note 7 for further updates regarding potential business targets and corporate actions taken subsequent to December 31, 2016.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The Company's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of these financial statements require management to make estimates, judgments and assumptions that affect the reporting amounts of assets, liabilities, revenue and expenses. The Company continually evaluates the accounting policies and estimates used to prepare the financial statements. The Company bases its estimates on historical experiences and assumptions believed to be reasonable under current facts and circumstances. Actual amounts and results could differ from these estimates made by management.

Cash Equivalents

Short-term investments with an original maturity of ninety days or less and highly liquid investments are considered cash and cash equivalents. Cash and cash equivalents consist of a money market account.

Income Taxes

The Company utilizes Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 740"), Income Tax ("ASC 740"). ASC 740 requires the recognition of deferred tax assets and liabilities for the expected future tax consequence of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities using enacting tax rates in effect in the years in which the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company has adopted the provisions of FASB ASC 740-10-05, "Accounting for Uncertainties in Income Taxes." The ASC clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. The ASC prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The ASC provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

Loss Per Share

The Company computes loss per share in accordance with ASC 260, "Earnings Per Share". Basic earnings per share is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share reflects the potential dilution that could occur if securities or other agreements to issue common stock were exercised or converted into common stock. Diluted earnings per share is computed based upon the weighted average number of common shares and dilutive common equivalent shares outstanding, which includes convertible debentures, stock options and warrants. There were no dilutive common stock equivalents for all periods presented.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern.

The Company's recurring losses from operations, lack of revenue generating operations and accumulated deficit raise substantial doubt about the ability of the Company to continue as a going concern.

Management believes the Company will continue to incur losses and negative cash flows from operating activities for the foreseeable future and will need additional equity or debt financing to sustain its operations until it can achieve profitability and positive cash flows, if ever. Management plans to seek additional debt and/or equity financing for the Company, but cannot assure that such financing will be available on acceptable terms. The Company's continuation as a going concern is dependent upon its ability to ultimately attain profitable operations, generate sufficient cash flows to meet its obligations, and obtain additional financing as may be required. The outcome of this uncertainty cannot be assured.

The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. There can be no assurance that management will be successful in implementing its business plan or that the successful implementation of such business plan will actually improve the Company's operating results.

Fair Value of Financial Instruments

The carrying amounts reported in the balance sheet for cash and cash equivalents, accounts payable and accrued expenses approximate fair value based on the short-term maturity of these instruments.

Recently Issued Accounting Standards

Management does not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted would have a material effect on the accompanying financial statements.

3. CONCENTRATION OF CREDIT RISK

The Company maintains its cash balance with a major bank. The balances are insured by the Federal Deposit Insurance Corporation up to \$250,000 per depositor. At December 31, 2016 and 2015 all cash balances were fully insured.

4. MISCELLANEOUS INCOME

On August 22, 2016 the Company received \$20,000 as a reimbursement for professional fees paid in 2015. The reimbursement has been classified as miscellaneous income in the Statement of Operations. (See note 1).

5. INCOME TAXES

The deferred income tax assets and liabilities at December 31, 2016 and 2015 are as follows:

	2016	2015
Net operating loss carry forwards	\$218,600	\$213,900
Less: Valuation allowance	(218,600)	(213,900)
Total	\$ -	\$ -

A 100% valuation allowance was provided at December 31, 2016 and 2015 as it is uncertain if the deferred tax assets would be utilized and the net operating loss carryforwards may be limited due to potential changes of control. The increase in the valuation allowance was a result from the current year net operating loss.

At December 31, 2016, the Company has unused federal net operating loss carry forwards of approximately \$614,000 expiring between 2024 and 2036 and unused New Jersey net operating loss carry forwards of approximately \$199,000 expiring between 2029 and 2036.

At December 31, 2016 and 2015, the Company had no material unrecognized tax benefits, and no adjustments to liabilities or operations were required. The Company does not expect that its unrecognized tax benefits will materially increase within the next twelve months. The Company did not recognize any interest or penalties related to uncertain tax positions at December 31, 2016 and 2015.

The Company files its federal and New Jersey income tax returns under varying statutes of limitations. The 2013 through 2016 tax years generally remain subject to examination by federal and New Jersey tax authorities.

6. STOCKHOLDERS' EQUITY (DEFICIENCY)

Effective May 18, 2015, the Company increased the authorized shares to 200,000,000. 190,000,000 shares shall be designated common stock and have a par value of \$0.001 per share and 10,000,000 shares shall be designated preferred stock and have a par value of \$0.001 per share. The Company also recorded a 1-for-2 reverse split of all outstanding common shares which occurred on May 18, 2015 and is reflected in all per share amounts in the financial statements.

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights. Holders of common stock are entitled to share ratable in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefore. In the event of liquidation, dissolution, or winding up of the Company, the holders of common stock are entitled to share pro rata in all assets remaining after payment in full of all liabilities. All of the outstanding shares of common stock are fully paid and non-assessable. Holders of common stock have no preemptive rights to purchase the Company's common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock.

7. SUBSEQUENT EVENTS

On March 16, 2017, the Board of Directors of the Company adopted resolutions to change the Company's name to IIOT-OXYS, Inc., to authorize a change of domicile from New Jersey to Nevada, to authorize a 2017 Stock Awards Plan, and to approve the Securities Exchange Agreement between the Company and OXYS Corporation ("OXYS"), a Nevada Corporation. The actions have been approved by stockholders representing 84.2% of the Company.

Our Board of Directors and Majority Shareholders has approved a securities exchange agreement with the shareholders of OXYS to acquire 100% of the issued voting shares of OXYS in exchange for 34,687,244 of the Company's common shares. The securities and exchange agreement has not been executed as of the date of this filing. Upon execution of the securities and exchange agreement, the acquisition will result in a change of control of the Company. The

34,687,244 common shares to be issued consist wholly of securities exempt from registration under the Securities Act of 1933. The share consideration to be paid by the Company to the OXYS shareholders will represent approximately 90% of our issued voting equity on a fully diluted basis following closing. The corporate actions will not be effective until twenty days after the Definitive Information Statement filing date with the Securities and Exchange Commission.

Also at closing of the Securities Exchange Agreement, Carmine Catizone, a current officer and director, and Pasquale Catizone, a majority shareholder, will return an aggregate of 1,500,000 common shares to the Company for cancellation such that neither Carmine nor Pasquale Catizone shall retain 5% or more of our voting securities.

Pasquale Catizone has entered into a consulting agreement with OXYS to provide consulting services during the transition. At closing of the Securities and Exchange Agreement, Carmine Catizone and Daniel Generelli will resign as officers and directors.

The Board of Directors and Majority Shareholders have determined that it is in the best interests of the Company to implement the 2017 Stock Awards Plan. The 2017 Stock Awards Plan was adopted by the Board of Directors of the Company on March 16, 2017.

The aggregate number of common shares that may be issued under the Plan shall be 7,000,000 common shares.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, as of December 31, 2016. We do not have sufficient segregation of duties within accounting functions, which is a basic internal control. Due to our size and nature, segregation of all conflicting duties may not always be possible and may not be economically feasible.

However, to the extent possible, the initiation of transactions, the custody of assets and the recording of transactions should be performed by separate individuals. Based on this evaluation, our chief executive officer and chief financial officer have concluded such controls and procedures to be not effective as of December 31, 2016 to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms and to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is the process designed by and under the supervision of our chief executive officer and chief financial officer, or the persons performing similar functions, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external reporting in accordance with accounting principles generally accepted in the United States of America. These officers have evaluated the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control over Financial Reporting – Guidance for Smaller Public Companies*.

Our chief executive officer and chief financial officer have assessed the effectiveness of our internal control over financial reporting as of December 31, 2016 and concluded that it was not effective because of the material weakness described below:

Due to resource constraints, material weaknesses continue to be evident to management regarding our inability to generate all the necessary disclosure for inclusion in our filings with the Securities and Exchange Commission due to the lack of resources and segregation of duties. A material weakness is a significant deficiency in one or more of the internal control components that alone or in the aggregate precludes our internal controls from reducing to an appropriately low level the risk that material misstatements in our consolidated financial statements will not be prevented or detected on a timely basis.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the registrant's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the registrant to provide only management's report in this annual report.

Evaluation of Changes in Internal Control over Financial Reporting

Our chief executive officer and chief financial officer have evaluated changes in our internal controls over financial reporting that occurred during the year ended December 31, 2016. Based on that evaluation, our chief executive officer and chief financial officer, or those persons performing similar functions, did not identify any change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Remediation Plan for Material Weaknesses

At such time that it is economically feasible, we will aggressively recruit experienced professionals to ensure that we maintain adequate segregation of duties and have controls in place to ensure proper disclosures are in our filings with the Securities and Exchange Commission. Although we believe that these corrective steps will enable management to conclude that the internal controls over our financial reporting are effective when the staff is trained, we cannot assure you these steps will be sufficient. We may be required to expend additional resources to identify, assess and correct any additional weaknesses in internal control.

Important Considerations

The effectiveness of our disclosure controls and procedures and our internal control over financial reporting is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error, and the risk of fraud. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Because of these limitations, there can be no assurance that any system of disclosure controls and procedures or internal control over financial reporting will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS, CONTROL PERSONS AND CORPORATE GOVERNANCE

(a) Identity of Officers and Directors

Set forth below are the names of the directors and officers of the Company, all positions and offices with the Company held, the period during which he has served as such, and his business experience during at least the last five (5) years:

<u>Name</u>	<u>Age</u>	<u>Position and Offices Held</u>	<u>Director Since</u>
Carmine Catizone	72	President, Director	October 1, 2003 to present
Daniel Generelli	54	Secretary, Treasurer, Vice-President, Director	October 1, 2003 to present

Carmine Catizone. Mr. Catizone has been President and a director of the Company since its incorporation on October 1, 2003. From June 1988 to July 1994, Mr. Catizone was president and a director of J&E Beauty Supply, Inc., a retail and wholesale beauty supply distributor. Mr. Catizone served as president and a director of C&C Investments, Inc., a blank check company (now known as T.O.P.S. Medical Corp., which provided chemicals for transportation of organs) from July 1977 to December 1984. Mr. Catizone is not currently involved with T.O.P.S. Medical Corp. From June 1980 to December 1985, Mr. Catizone had been district sales manager (engaged in sales of cosmetics) for Chattem Labs. Mr. Catizone received his Bachelor of Science degree from Fairleigh Dickerson University in 1972.

Daniel Generelli. Mr. Generelli has been secretary-treasurer and a director of the Company since its incorporation on October 1, 2003. From December 1989 to July 1995, Mr. Generelli was secretary/treasurer and a director of J&E Beauty Supply, Inc., a retail and wholesale beauty supply distributor. From December 1984 to December 1989, Mr. Generelli was employed as a distribution supervisor with Tags Beauty Supply, a retail and wholesale beauty supply distributor in Fairfield, NJ. Mr. Generelli graduated from Ramapo College of New Jersey with a Bachelor of Science degree in June of 1984.

Other than Mr. Catizone and Mr. Generelli, the Company did not have any significant employees as of the date of this report. There were no family relationships between any of the officers or directors of the Company. During the fiscal year covered by this report, there were no changes to the procedures by which security holders could recommend nominees to the Company's board of directors.

At this time, the Company does not have an audit committee because the Company has not engaged in any business operations for at least the last eight years. The Company's board of directors acts as its audit committee. Similarly, the Company's board of directors has determined that it does not have an audit committee financial expert as defined under Securities and Exchange Commission rules.

Current Blank Check Companies

Daniel Generelli, an officer and director of the Company, is an officer and director of Baynon International Corp., a blank check company. Carmine Catizone, the president and director of the Company, is a shareholder of Baynon International Corp., a blank check company. Other than disclosed above, no directors or officers of the Company are presently officers, directors or shareholders in any blank check companies except for the Company. However, one or both of the officers/directors may, in the future, become involved with additional blank check companies.

(b) Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires the Company's officers and directors, and persons who beneficially own more than ten (10%) percent of a class of equity securities registered pursuant to Section 12 of the Exchange Act, to file reports of ownership and changes in ownership with the Securities and Exchange Commission and the principal exchange upon which such securities are traded or quoted. Reporting Persons are also required to furnish copies of such reports filed pursuant to Section 16(a) of the Exchange Act with the Company.

Based solely on review of the copies of such forms furnished to the Company, the Company's two (2) directors did not file their reports on a timely basis.

Code of Ethics

The Company has not yet adopted a code of ethics. The board of directors anticipates that it will adopt a code of ethics upon identifying and negotiating with a business target for the merger of that entity with and into the Company, although there is no guarantee that the Company will be able to enter into such a transaction.

Corporate Governance

We have no change in any state law or other procedures by which security holders may recommend nominees to our board of directors. In addition to having no nominating committee for this purpose, we currently have no specific audit committee and no audit committee financial expert. Based on the fact that our current business affairs are simple, any such committees are excessive and beyond the scope of our business and needs.

ITEM 11. EXECUTIVE COMPENSATION

To date, the Company has not entered into employment agreements nor are any contemplated.

<u>Name and Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Other Annual Compensation (\$)</u>	<u>Restricted Stock Awards</u>	<u>Securities Underlying Options/SARS</u>	<u>LTIF Payouts (\$)</u>	<u>All Other Compensation (\$)</u>
Carmine								
Catizone	2015	-	-	-	-	-	-	-
President	2016	-	-	-	-	-	-	-
Daniel								
Generelli	2015	-	-	-	-	-	-	-
Secretary	2016	-	-	-	-	-	-	-
Treasurer								

Compensation Discussion and Analysis

As of the date of this report, while seeking a business combination, the Company's management anticipates devoting up to five (5) hours per month to the business of the Company. The Company's current officers and directors do not receive any compensation for their services rendered to the Company, have not received such compensation in the past, and are not accruing any compensation pursuant to any agreement with the Company.

The officers and directors of the Company will not receive any finder's fees, either directly or indirectly, as a result of their efforts to implement the Company's business plan outlined herein. However, the officers and directors of the Company anticipate receiving benefits as shareholders of the Company.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by the Company for the benefit of its employees.

The Company has not entered into any employment agreements with any of its officers, directors, or other persons, and no such agreements are anticipated in the immediate future.

The Company has no other executive compensation elements that would require the inclusion of tabular disclosure or narrative discussion.

Board of Directors Compensation

Members of the board of directors may receive an amount yet to be determined annually for their participation and will be required to attend a minimum of four meetings per fiscal year. To date, the Company has not paid any directors' fees or expenses.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of March 31, 2017, certain information regarding the ownership of the common stock by (i) each person known by the Company to be the beneficial owner of more than five (5%) percent of Common Stock, (ii) each of the Company's Directors and Named Executive Officers, as such term is defined under Item 402(a)(3) of Regulation S-K under the Securities Act, and (iii) all of the Company's Executive Officers and Directors as a group. Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act. Under Rule 13d-3 certain shares may be deemed to be beneficially owned by more than one person (such as where persons share voting power or investment power). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon the exercise of an option) within sixty (60) days of the date as of which the information is provided. In computing the ownership percentage of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in the following table does not necessarily reflect the person's actual ownership or voting power at any particular date. This table has been prepared based on 5,266,075 shares outstanding as of March 31, 2017.

<u>Name and address of beneficial owner</u>	<u>Amount and nature of beneficial ownership</u>	<u>Percentage of Class</u>
Carmine Catizone (2) 10 1/2 Walker Avenue Morristown, NJ 07960	Common: 1,729,000 (direct) 40,300 (1) (indirect)	32.83% 0.77%
Daniel T. Generelli 24 Kansas Street Hackensack, NJ 07601	Common: 20,000	0.38%
All Directors & Officers as a group (2 persons)	Common: 1,749,000 (direct) 40,300 (indirect)	33.21% 0.77%
Pasquale Catizone (2) 266 Cedar Street Cedar Grove, NJ 07009	Common: 2,698,000 (direct)	51.23%

(1) Carmine Catizone and Phyllis Catizone are husband and wife and are deemed to be the beneficial owners of each other's shares and custodial shares. Also includes shares held in custodial account for benefit of Sherri Catizone, Carmine's adult daughter who does not reside with him.

(2)Carmine Catizone and Pasquale Catizone are brothers.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

None.

Director Independence

The Company's board of directors consists of Carmine Catizone and Daniel Generelli. Neither of them are independent as such term is defined by a national securities exchange or an inter-dealer quotation system.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees billed and estimated to be billed for the fiscal years ended December 31, 2016 and 2015 for professional services rendered by Rotenberg, Meril, Solomon, Bertiger & Guttilla, P.C. (RMSB&G) for the audit of the registrant's annual financial statements and review of the financial statements included in the registrant's Form 10-Q or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal years ended December 31, 2016 and 2015, were \$13,400 and \$13,400 respectively.

Audit related fees

We did not incur any aggregate audit related fees from RMSB&G for the 2016 and 2015 fiscal years for assurance and related services that are reasonably related to the performance of the audit or review of the registrant's financial statements.

Tax Fees

We did not incur any aggregate tax fees and expenses from RMSB&G for the 2016 and 2015 fiscal years for professional services rendered for tax compliance, tax advice, and tax planning.

All Other Fees

We did not incur any other fees from RMSB&G for the 2016 and 2015 fiscal years.

The board of directors, acting as the Audit Committee considered whether, and determined that, the auditor's provision of non-audit services was compatible with maintaining the auditor's independence. All of the services described above for fiscal year 2016 were approved by the board of directors pursuant to its policies and procedures. We intend to continue using RMSB&G solely for audit and audit-related services and, as needed, for due diligence in acquisitions.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**(a)(1) List of financial statements included in Part II hereof:**

Report of Independent Registered Public Accounting Firm
 Balance Sheets at December 31, 2016 and 2015
 Statements of Operations for the years ended December 31, 2016 and 2015
 Statement of Changes in Stockholders' Equity for the years ended December 31, 2016 and 2015
 Statements of Cash Flows for the years ended December 31, 2016 and 2015
 Notes to Financial Statements

(a)(2) List of financial statement schedules included in Part IV hereof:

None.

The following exhibits are included herewith:

Exhibit No.	Description
31	Certifications of the Chief Executive Officer and the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications of the Chief Executive Officer and the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

*XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

Following are a list of exhibits which we previously filed in other reports which we filed with the SEC, including the Exhibit No., description of the exhibit and the identity of the Report where the exhibit was filed.

NO.	DESCRIPTION	FILED WITH	DATE FILED
3.1	Articles of Incorporation	Form 10-SB12G	May 21, 2004
3.2	Bylaws	Form 10-SB12G	May 21, 2004
3.3	Form of Common Stock Certificate	Form 10-SB12G	May 21, 2004
4	Sample Stock Certificate	Form 10-SB12G	May 21, 2004
10.1	Agreement and Plan of Reorganization between Global Digital Solutions and Creative Beauty Supply, Inc.	Form 8-K	March 8, 2004
10.2	Escrow Agreement	Form 10SB12G/A	June 15, 2005

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Gotham Capital Holdings, Inc.

By: /s/ CARMINE CATIZONE

Carmine Catizone

President

Dated: March 31, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/CARMINE CATIZONE

Carmine Catizone,

President, Chief Executive Officer

Dated: March 31, 2017

By: /s/ DANIEL GENERELLI

Daniel Generelli

Chief Financial Officer and Controller

Dated: March 31, 2017

I, Carmine Catizone, certify that:

1. I have reviewed this annual report on Form 10-K of Gotham Capital Holdings, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information;
and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 31, 2017

/s/Carmine Catizone
Carmine Catizone
Chief Executive Officer

I, Daniel Generelli, certify that:

1. I have reviewed this annual report on Form 10-K of Gotham Capital Holdings, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information;
and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 31, 2017

/s/Daniel Generelli

Daniel Generelli

Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Gotham Capital Holdings, Inc. (the "Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Carmine Catizone, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/Carmine Catizone

Carmine Catizone

Chief Executive Officer

March 31, 2017

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Gotham Capital Holdings, Inc. (the "Company") on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel Generelli, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/Daniel Generelli

Daniel Generelli

Chief Financial Officer

March 31, 2017