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

FORM S-1A

REGISTRATION STATEMENT
Under
the Securities Act of 1933

KOKICARE, INC.

(Exact name of registrant as specified in its charter)

Delaware	**7372**	**47-3812456**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

KokiCare, Inc.
26716 Via Colina
Stevenson Ranch, CA 91381
661-753-6330
(Address, including zip code, and telephone number,
Including area code, of registrant's principal executive offices)

InCorp Services, Inc.
One Commerce Center
1201 Orange St. #600
Wilmington, DE 19899
(Name, address, including zip code, and telephone number,
Including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: from time to time after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration Statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. ☐

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.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

Calculation of Registration Fee

Title of Each Class Of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Offering Price	Amount of Registration Fee (3)
Common stock, par value $0.0001 per share	1,320,000	$ 0.25	$ 330,000	$ 38.35

(1) This registration statement covers the resale by our selling shareholders of up to 1,320,000 shares of common stock previously issued to such selling shareholders.

(2) The offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(o). Our common stock is not traded on any national exchange and in accordance with Rule 457. The price of $0.25 is a fixed price at which the selling security holders may sell their shares for the duration of the offering. After the effective date of the registration statement, we intend to seek a market maker to file an application with the Financial Industry Regulatory Authority ("FINRA") to have our common stock quoted on OTCBB. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved.

(3) Previously paid with the initial filing of this registration statement.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(a), MAY DETERMINE.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission (the "SEC") becomes effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS **SUBJECT TO COMPLETION ON _____, 2015**

KOKICARE, INC.

1,320, 000 SHARES OF COMMON STOCK

The selling shareholders named in this prospectus are offering all of the shares of common stock offered through this prospectus. The common stock to be sold by the selling shareholders as provided in the "Selling Security Holders" section is common stock that are shares that have already been issued and are currently outstanding. We will not receive any proceeds from the sale of the common stock covered by this prospectus.

The offering will conclude upon the earliest of (i) such time as all of the common stock has been sold pursuant to the registration statement, (ii) such time as all of the common stock becomes eligible for resale without volume limitations pursuant to Rule 144 under the Securities Act or (iii) we decide at any time to terminate the registration of the shares at our sole discretion.

Our common stock is presently not traded on any market or securities exchange. The selling security holders have not engaged any underwriter in connection with the sale of their shares of common stock. Common stock being registered in this registration statement may be sold by selling security holders at a fixed price of $0.25 per share for the duration of the offering. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority ("FINRA"), nor can there be any assurance that such an application for quotation will be approved. We have agreed to bear the expenses relating to the registration of the shares of the selling security holders.

We are an emerging growth company as that term is used in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and are subject to reduced public company reporting requirements.

Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 3 to read about factors you should consider before buying shares of our common stock.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Date of This Prospectus is _____ , 2015

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Please read this prospectus carefully. It describes our business, our financial condition and results of operations. We have prepared this prospectus so that you will have the information necessary to make an informed investment decision.

You should rely only on information contained in this prospectus. We have not authorized any other person to provide you with different information. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate as of the date on the front cover, but the information may have changed since that date.

PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in the common stock. You should carefully read the entire prospectus, including "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements, before making an investment decision. In this prospectus, the terms "KokiCare" "Company," "we," "us" and "our", "our company" refer to KokiCare, Inc.

Overview

KokiCare, Inc. (the "Company") was incorporated on April 24, 2015 under the laws of the State of Delaware. The Company aims to develop health care enterprise software to be sold to hospitals, medical centers and health care facilities in the United States and internationally.

KokiCare is currently in the design phase to develop a healthcare analytics software platform to assist healthcare professionals with business analytics, performance management and data warehousing. With increased regulatory requirements and technology improvements in the healthcare industry, companies are inundated with greater volumes of data than ever before. Our technology will provide for healthcare organizations to store, manage and access their data in meaningful ways, improving patient care and financial performance.

The Company plans to hire software engineers to develop a web-based application using the latest Microsoft Stack tools. With an intuitive Web UI, our SaaS modeled application will be scalable and flexible with multiple modules integrated into the end product. The software will be licensed on an annual contract by hospitals, clinics, and other healthcare facilities. The revenues generated from the licensing fees and upfront integration fees, will create a sustainable revenue model.

We have identified software engineers to perform the implementation phase, but those individuals are currently not under any obligation or contract with KokiCare. After we have completed the design phase of the software platform, and have raised sufficient capital for the implementation phase, we will hire engineers to begin development.

We anticipate the design phase will require approximately 6 months and the implementation phase will require 6 to 12 months. Our founder and CEO, Jason Lane, will complete the design phase. We plan to hire 3 full time developers to complete the implementation phase. In our estimation, the capital required for the implementation phase will be $200,000. After the completion of the implementation phase, the software application will be market ready.

Post implementation, Jason Lane will perform the sales function for the Company. As customers are contracted, the development team will handle necessary integrations and ongoing customer support. Customer contracts will require upfront integration fees and ongoing license fees in excess of required costs, including development talent and hosting fees.

There is significant risk in our ability to successfully (i) complete the design phase, (ii) raise the required capital to hire engineers to begin the implementation phase, (iii) successfully implement and release the software application with all requirements, (iv) contract one or more customers to use the software application, and (v) price the application so that we receive revenues sufficient to cover the operating expenses of the Company, including the cost of maintaining, supporting and improving the software application.

On April 28, 2015, we sold 9,000,000 shares of common stock to our founder, Jason Lane, for $0.0001 per share or $900 in aggregate cash, pursuant to an exemption under Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act") and sold 1,320,000 common shares to 36 non-affiliate shareholders between May 15, 2015 and June 24, 2015, who are the selling shareholders identified in the section "Selling Security Holders".

COMPLETE CONTROL OVER THE COMPANY

Our majority shareholder, Jason Lane owns 9,000,000 common shares, approximately 87.21%, of our common stock. Therefore, Mr. Lane is able to exercise control over all matters requiring shareholder approval, including the election of directors, amendment of our Certificate of Incorporation and approval of significant corporate transactions. He also has significant control over our management and policies. The directors elected thereof will be able to significantly influence decisions affecting our capital structure. This control may have the effect of delaying or preventing changes in control or changes in management, or limiting the ability of our other shareholders to approve transactions that they may deem to be in their best interest.

Where You Can Find Us

26716 Via Colina
Stevenson Ranch, CA 91381
Tel #: 661-753-6330

KokiCare, Inc. is a shell company as defined in Rule 405, because it is a company with nominal operations and it has assets consisting solely of cash and cash equivalents. We have no plans or intention to be acquired or to merge with an operating company. Additionally, there are no plans to enter into a change of control or similar transaction or change the management of the company.

There will be illiquidity of any future trading market until the Company is no longer considered a shell company. Future investors will have limited ability to resell their shares through registering their transactions under the Securities Act of 1933, as amended, due to the fact that they would have to meet the conditions of section 4(1) of the Securities Act of 1933, as amended, and restrictions imposed upon the transferability of unregistered shares outlined in Rule 144(i).

Use of Form S-8 Prohibited by Shell Companies

The U.S. Securities and Exchange Commission prohibits reporting shell companies from using Form S-8, the form public companies use to register securities in connection with employee benefit plans under the Securities Act of 1933, as amended, until sixty days after such companies cease to be shell companies and file required information.

Additionally, the U.S. Securities and Exchange Commission requires reporting shell companies (other than foreign private issuers, which the Company is not) to report on Form 8-K when they cease to be shell companies and to include in that report the information that would otherwise be required in a registration statement to register a class of securities under Section 12 of the Securities Exchange Act of 1934, as amended.

Definition of a Shell Company

A public shell company is a non-operating public company, which means a company registered, and filing periodic reports under, the Securities Exchange Act of 1934, as amended. Typically, shell companies are listed on the Nasdaq Small Cap Market, the Nasdaq Bulletin Board or the Pink Sheets. Shell companies can exist in three possible forms:

1. A start-up company that has never achieved significant revenues and normally these companies have a rather short business history and have never acquired or managed substantial assets.

2. A former operating company that went out of business or sold all of its operations but the company's Securities Exchange Act of 1934, as amended, registration is still active. Normally, these companies have a long business history and have owned substantial assets at some point in their history.

3. A company that was specifically formed and registered for the purpose of being sold in a reverse shell merger (also referred to as "Blank Check Company"). These companies have normally no business history and have never acquired any assets.

Because Our Company Is a Shell Company, There Are Restrictions Imposed Upon the Transferability Of Unregistered Shares And You Will Not Be Able To Resell Your Shares In Certain Circumstances

We are a "shell company" within the meaning of Rule 405, promulgated pursuant to Securities Act of 1933, as amended, because we have nominal assets and nominal operations. Accordingly, the securities sold in this offering can only be resold through registration under Section 5 the Securities Act of 1933, as amended, Section 4(1), if available, for non-affiliates or by meeting the conditions of Rule 144(i), which will potentially reduce liquidity of our securities. Another implication of us being a shell company are enhanced reporting requirements imposed on shell companies and that we cannot file registration statements under Section 5 of the Securities Act of 1933, as amended, using a Form S-8, a short form of registration to register securities issued to employees and consultants under an employee benefit plan. Additionally, though exemptions, such as Section 4(1) of the Securities Act of 1933, as amended, may be available for non-affiliate holders our shares to resell their shares, because we are a shell company, a holder of our securities may not rely on the safe harbor from being deemed statutory underwriter under Section 2(11) of the Securities Act of 1933, as amended, as provided by Rule 144, to resell his or her securities. Only after we (i) are not a shell company, and (ii) have filed all reports and other materials required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, as applicable, during the preceding 12 months (or for such shorter period that we may be required to file such reports and materials, other than Form 8-K reports); and have filed current "Form 10 information" with the U.S. Securities and Exchange Commission reflecting our status as an entity that is no longer a shell company for a period of not less than 12 months, can our securities be resold pursuant to Rule 144. "Form 10 information" is, generally speaking, the same type of information as we are required to disclose in this prospectus, but without an offering of securities. These circumstances regarding how Rule 144 applies to shell companies may hinder your resale of your shares of the Company. Being a shell company will also negatively impact on our ability to attract additional capital through subsequent unregistered offerings.

Implications of Being an Emerging Growth Company

We qualify as an emerging growth company as that term is used in the JOBS Act. An emerging growth company may take advantage of specified reduced reporting and other burdens that are otherwise applicable generally to public companies. These provisions include:

- A requirement to have only two years of audited financial statements and only two years of related MD&A;
- Exemption from the auditor attestation requirement in the assessment of the emerging growth company's internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002;
- Reduced disclosure about the emerging growth company's executive compensation arrangements; and
- No non-binding advisory votes on executive compensation or golden parachute arrangements.

We have already taken advantage of these reduced reporting burdens in this prospectus, which are also available to us as a smaller reporting company as defined under Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a) (2)(B) of the Securities Act of 1933, as amended (the "Securities Act") for complying with new or revised accounting standards.

We could remain an emerging growth company for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period.

The Offering

Common stock offered by selling security holders	1,320,000 shares of common stock. This number represents 12.79% of our current outstanding common stock.
Common stock outstanding before the offering	10,320,000 shares of common stock.
Common stock outstanding after the offering	10,320,000 shares of common stock.
Terms of the Offering	The selling security holders will determine when and how they will sell the common stock offered in this prospectus. The selling security holders will sell at a fixed price of $0.25 per share for the duration of the offering.
Termination of the Offering	The offering will conclude upon the earliest of (i) such time as all of the common stock has been sold pursuant to the registration statement or (ii) such time as all of the common stock becomes eligible for resale without volume limitations pursuant to Rule 144 under the Securities Act (iii) or we decide at any time to terminate the registration of the shares at our sole discretion.
Trading Market	There is currently no trading market for our common stock. We intend to apply soon for quotation on OTCBB. We will require the assistance of a market-maker to apply for quotation and there is no guarantee that a market-maker will agree to assist us.
Use of proceeds	We are not selling any shares of the common stock covered by this prospectus. As such, we will not receive any of the offering proceeds from the registration of the shares of common stock covered by this prospectus.
Risk Factors	The common stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See “Risk Factors”

RISK FACTORS

The Securities offered hereby are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose their entire investment. Accordingly, prospective investors should carefully consider, along with other matters referred to herein, the following risk factors in evaluating our business before purchasing any shares. This Prospectus contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in the following risk factors and elsewhere in this Prospectus.

Risks Related to Our Business

LIMITED OPERATION HISTORY

The Company was formed on April 24, 2015. Prior to that time, the Company had no operations upon which an evaluation of the Company and its prospects could be based. There can be no assurance that management of the Company will be successful in completing the Company's business development plan, devise a marketing plan to successfully reach the companies in this field or that the Company will generate sufficient revenues to meet its expenses or to achieve or maintain profitability.

OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue to operate over the next 12 months. Our financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and the classification of liabilities that might be necessary in the even we cannot continue in existence. As such, if we are unable to obtain new financing to execute our business plan we may be required to cease our operations.

We have capital resources to sustain current operations for 6 months. After which, we will need to raise additional capital. We anticipate the Company will need approximately $200,000 over the next 12 months. The majority of the funds raised will be used to hire developers for the implementation phase of our software application.

The financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company had an accumulated deficit at June 30, 2015, and a net loss and net cash used in operating activities for the period from April 24, 2015 (inception) through June 30, 2015. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to commence operations and generate sufficient revenue; however the Company's cash position may not be sufficient to support the Company's daily operations. Management intends to raise additional funds by way of a private or public offering. While the Company believes in the viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

ADVERSE EFFECT TO YOUR INTEREST UPON ADDITIONAL FINANCING

If we raise additional capital subsequent to this Offering through the issuance of equity or convertible debt securities, the percentage ownership of our company held by existing shareholders will be reduced and those shareholders may experience significant dilution. In addition, we may also have to issue securities , including preferred stock that may have rights, preferences and privileges senior to our Common Stock. As of the date of this registration statement, the Company has authorized 5,000,000 shares of preferred stock. In the event we seek to raise additional capital through the issuance of debt or its equivalents, this will result in increased interest expense.

LIMITED EXPERIENCE IN MANAGING AND OPERATING A PUBLIC COMPANY

Our current management has limited experience managing and operating a public company and relies in many instances on the professional experience and advice of third parties including its attorneys and accountants. Failure to adequately comply with laws, rules, or regulations applicable to our business may result in fines or regulatory action, which may materially adversely affect our business, results of operations, or financial condition and could result in delays in the development of an active and liquid trading market for our stock.

SIGNIGFICANT COSTS TO BE A PUBLIC COMPANY

We may incur significant costs associated with our public company reporting requirements, costs associated with newly applicable corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the Securities and Exchange Commission. We expect all of these applicable rules and regulations to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these newly applicable rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. In addition, we may not be able to absorb these costs of being a public company which will negatively affect our business operations. Based on our management's reasonable estimates, we anticipate that our initial cost of being a public company, including legal, audit costs, printing, filing fees and other costs will be between $15,000 and $20,000 per year.

COMPLETE CONTROL OVER THE COMPANY

Our majority shareholder, Jason Lane owns 9,000,000 common shares, approximately 87.21% of our common stock. Therefore, Mr. Lane is able to exercise control over all matters requiring shareholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions, and he also has significant control over our management and policies. The directors elected thereof will be able to significantly influence decisions affecting our capital structure. This control may have the effect of delaying or preventing changes in control or changes in management, or limiting the ability of our other shareholders to approve transactions that they may deem to be in their best interest.

WE ARE AN "EMERGING GROWTH COMPANY," AND ANY DECISION ON OUR PART TO COMPLY ONLY WITH CERTAIN REDUCED DISCLOSURE REQUIREMENTS APPLICABLE TO "EMERGING GROWTH COMPANIES" COULD MAKE OUR COMMON STOCK LESS ATTRACTIVE TO INVESTORS.

We are an "emerging growth company," as defined in the JOBS Act, and, for as long as we continue to be an "emerging growth company," we expect and fully intend to take advantage of exemptions from various reporting requirements applicable to other public companies but not to "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenues exceed $1 billion, (ii) the date that we become a "large accelerated filer" as defined in Rule 12b-2 under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter, or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three year period. We have elected to rely on these exemptions and reduced disclosure requirements applicable to "emerging growth companies" and expect to continue to do so.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a) (2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have not elected to opt in to the extended transition period for complying with the revised accounting standards.

DEPENDENCE ON KEY PERSONNEL

We will be dependent on services from Jason Lane, President, CEO, CFO and Secretary. The loss of our sole officer could have a material adverse effect on the operations and prospects of the Company. Our management is expected to handle all marketing and sales efforts and manage the operations. Responsibilities include formalizing business arrangements with third party service providers, directing the development of the Company website and other online communication tools, and formulating marketing materials to be used during presentations and meetings. At this time, we do not have any employment agreement with Mr. Lane, though the Company may enter into such an agreement on terms and conditions usual and customary for its industry. The Company does not currently have "key man" life insurance on Mr. Lane.

INDEMNIFICATION AND LIMITATION OF LIABILITY

Our Certificate of Incorporation and By-Laws include provisions that eliminate the personal liability of the directors of the Company for monetary damages to the fullest extent possible under the laws of the State of Delaware or other applicable law. These provisions eliminate the liability of directors to the Company and its stockholders for monetary damages arising out of any violation of a director of his fiduciary duty of due care. Under Delaware law, however, such provisions do not eliminate the personal liability of a director for (i) breach of the director's duty of loyalty, (ii) acts or omissions not in good faith or involving intentional misconduct or knowing violation of law, (iii) payment of dividends or repurchases of stock other than from lawfully available funds, or (iv) any transaction from which the director derived an improper benefit. These provisions do not affect a director's liabilities under the federal securities laws or the recovery of damages by third parties.

COMPANY MAY RELY UPON INDEPENDENT CONTRACTORS TO IMPLEMENT SOLUTIONS

In order to implement our services at a scale commensurate with the business plan, we will most likely engage independent contractors who will need to be mentored and actively managed to ensure that their work product meets the standards of our Company. Recruiting, engaging, contracting and maintaining independent contractors who can perform this work could cause delays, unplanned expenses and other adverse results for the Company.

REPORTING REQUIREMENTS UNDER THE EXCHANGE ACT AND COMPLIANCE WITH THE SARBANES-OXLEY ACT OF 2002, INCLUDING ESTABLISHING AND MAINTAINING ACCEPTABLE INTERNAL CONTROLS OVER FINANCIAL REPORTING, ARE COSTLY AND MAY INCREASE SUBSTANTIALLY.

The rules and regulations of the SEC require a public company to prepare and file periodic reports under the Exchange Act, which will require that the Company engage legal, accounting, auditing and other professional services. The engagement of such services is costly. Additionally, the Sarbanes-Oxley Act of 2002 (the "Sarbanes- Oxley Act") requires, among other things, that we design, implement and maintain adequate internal controls and procedures over financial reporting. The costs of complying with the Sarbanes-Oxley Act and the limited technically qualified personnel we have may make it difficult for us to design, implement and maintain adequate internal controls over financial reporting. In the event that we fail to maintain an effective system of internal controls or discover material weaknesses in our internal controls, we may not be able to produce reliable financial reports or report fraud, which may harm our overall financial condition and result in loss of investor confidence and a decline in our share price.

As a public company, we will be subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act of 2010 and other applicable securities rules and regulations. Despite recent reforms made possible by the JOBS Act, compliance with these rules and regulations will nonetheless increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources, particularly after we are no longer an "emerging growth company." The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results.

We are working with our legal, independent accounting and financial advisors to identify those areas in which changes should be made to our financial and management control systems to manage our growth and our obligations as a public company. These areas include corporate governance, corporate control, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas. However, we anticipate that the expenses that will be required in order to adequately prepare for being a public company could be material. We estimate that the aggregate cost of increased legal services, accounting and audit functions, personnel familiar with the obligations of public company reporting, consultants to design and implement internal controls and financial printing will initially be between $15,000 and $20,000 per year. Those costs will increase as the company hires employees and begins generating revenue. In addition, if and when we retain independent directors and/or additional members of senior management, we may incur additional expenses related to director compensation and/or premiums for directors' and officers' liability insurance, the costs of which we cannot estimate at this time. We may also incur additional expenses associated with investor relations and similar functions, the cost of which we also cannot estimate at this time. However, these additional expenses individually, or in the aggregate, may also be material.

In addition, being a public company could make it more difficult or more costly for us to obtain certain types of insurance, including directors' and officers' liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers.

The increased costs associated with operating as a public company may decrease our net income or increase our net loss, and may cause us to reduce costs in other areas of our business or increase the prices of our products or services to offset the effect of such increased costs. Additionally, if these requirements divert our management's attention from other business concerns, they could have a material adverse effect on our business, financial condition and results of operations.

IF WE ARE NOT ABLE TO IMPLEMENT THE REQUIREMENTS OF SECTION 404 OF THE SARBANES-OXLEY ACT IN A TIMELY MANNER OR WITH ADEQUATE COMPLIANCE, WE MAY BE SUBJECT TO SANCTIONS BY REGULATORY AUTHORITIES.

Section 404 of the Sarbanes-Oxley Act requires that we evaluate and determine the effectiveness of our internal controls over financial reporting and, beginning with our annual report for fiscal year 2016, provide a management report on the internal control over financial reporting. We are in the preliminary stages of seeking consultants to assist us with a review of our existing internal controls and the design and implementation of additional internal controls that we may determine are appropriate. If we have a material weakness in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. We will be evaluating our internal controls systems to allow management to report on our internal controls. We will be performing the system and process evaluation and testing (and any necessary remediation) required to comply with the management certification requirements of Section 404 of the Sarbanes-Oxley Act of 2002.

We cannot be certain as to the timing of completion of our evaluation, testing and remediation actions or the impact of the same on our operations. If we are not able to implement the requirements of Section 404 in a timely manner or with adequate compliance, we may be subject to sanctions or investigation by regulatory authorities, such as the SEC or a stock exchange on which our securities may be listed in the future. Any such action could adversely affect our financial results or investors' confidence in us and could cause our stock price to fall. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal controls that are deemed to be material weaknesses, we could be subject to sanctions or investigations by the SEC, any stock exchange on which our securities may be listed in the future, or other regulatory authorities, which would entail expenditure of additional financial and management resources and could materially adversely affect our stock price. Inferior internal controls could also cause us to fail to meet our reporting obligations or cause investors to lose confidence in our reported financial information, which could have a negative effect on our stock price.

To date, we have not evaluated the effectiveness of our internal controls over financial reporting, or the effectiveness of our disclosure controls and procedures, and we will not be required to evaluate our internal controls over financial reporting or disclose the results of such evaluation until the filing of our second annual report. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Securities Exchange Act of 1934 which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy in which event an investor could lose his entire investment in our company.

Risks Related to Our Common Stock

NO PUBLIC TRADING MARKET

There is no established public trading marketing for our common stock and there can be no assurance that one will ever develop. Market liquidity will depend on the perception of our operating business and any steps that our management might take to bring us to the awareness of investors. There can be no assurance given that there will be any awareness generated. Consequently, investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business. As a result holders of our securities may not find purchasers for our securities should they try to sell securities held by them. Consequently, our securities should be purchased only by investors having no need for liquidity in their investment and who can hold our securities for an indefinite period of time.

NOT LIKELY TO PAY DIVIDENDS

We currently intend to retain any future earnings for use in the operation and expansion of our business. Accordingly, we do not expect to pay any dividends in the foreseeable future, but will review this policy as circumstances dictate.

MAY BE SUBJECT NOW AND IN THE FUTURE TO THE SEC'S "PENNY STOCK" RULES

We may be subject now and in the future to the SEC's "penny stock" rules if our shares of Common Stock sell below $5.00 per share. Penny stocks generally are equity securities with a price of less than $5.00. The penny stock rules require broker-dealers to deliver a standardized risk disclosure document prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information must be given to the customer orally or in writing prior to completing the transaction and must be given to the customer in writing before or with the customer's confirmation.

In addition, the penny stock rules require that prior to a transaction, the broker dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. The penny stock rules are burdensome and may reduce purchases of any offerings and reduce the trading activity for shares of our Common Stock. As long as our shares of Common Stock are subject to the penny stock rules, the holders of such shares of Common Stock may find it more difficult to sell their securities.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this report, including in the documents incorporated by reference into this report, includes some statements that are not purely historical and that are "forward-looking statements." Such forward-looking statements include, but are not limited to, statements regarding our and our management's expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition and results of operations. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipates," "believes," "continue," "could," "estimates," "expects," "intends," "may," "might," "plans," "possible," "potential," "predicts," "projects," "seeks," "should," "would" and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this report are based on current expectations and beliefs concerning future developments and the potential effects on the parties and the transaction. There can be no assurance that future developments actually affecting us will be those anticipated. These that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the following forward-looking statements involve a number of risks, uncertainties (some of which are beyond the parties' control) or other assumptions.

USE OF PROCEEDS

We will not receive any proceeds from the sale of common stock by the selling security holders. All of the net proceeds from the sale of our common stock will go to the selling security holders as described below in the sections entitled "Selling Security Holders" and "Plan of Distribution." We have agreed to bear the expenses relating to the registration of the common stock for the selling security holders.

DETERMINATION OF OFFERING PRICE

Since our common stock is not listed or quoted on any exchange or quotation system, the offering price of the shares of our common stock does not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market.

Although our common stock is not listed on a public exchange, we will be filing to obtain a quotation on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTCBB, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved.

In addition, there is no assurance that our common stock will trade at market prices in excess of the initial offering price as prices for the common stock in any public market which may develop will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity.

DILUTION

The common stock to be sold by the selling stockholders provided in the "Selling Security Holders" section is common stock that is currently issued. Accordingly, there will be no dilution to our existing stockholders.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There is presently no public market for our shares of common stock. We anticipate applying for quoting of our common stock on the OTCBB upon the effectiveness of the registration statement of which this prospectus forms a part. However, we can provide no assurance that our shares of common stock will be quoted on the OTCBB or, if quoted, that a public market will materialize.

Holders of Capital Stock

As of the date of this registration statement, we had thirty seven (37) holders of our common stock.

Stock Option Grants

We do not have a stock option plan in place and have not granted any stock options at this time.

DESCRIPTION OF BUSINESS

Overview

KokiCare, Inc. was incorporated on April 24, 2015 under the laws of the State of Delaware. The Company is in the discovery and planning phase to develop a real-time, SaaS-based enterprise software application to manage the integration, planning, tracking and management of healthcare assets, which include, people, supplies, clinical data, relationships, and financial resources of healthcare organizations.

KokiCare is currently in the design phase to develop a healthcare analytics software platform to assist healthcare professionals with business analytics, performance management and data warehousing. With increased regulatory requirements and technology improvements in the healthcare industry, companies are inundated with greater volumes of data than ever before. Our technology will provide for healthcare organizations to store, manage and access their data in meaningful ways, improving patient care and financial performance.

The Company plans to hire software engineers to develop a web-based application using the latest Microsoft Stack tools. With an intuitive Web UI, our SaaS modeled application will be scalable and flexible with multiple modules integrated into the end product. The software will be licensed on an annual contract by hospitals, clinics, and other healthcare facilities. The revenues generated from the licensing fees and upfront integration fees, will create a sustainable revenue model.

We have identified software engineers to perform the implementation phase, but those individuals are currently not under any obligation or contract with KokiCare. After we have completed the design phase of the software platform, and have raised sufficient capital for the implementation phase, we will hire engineers to begin development.

We anticipate the design phase will require approximately 6 months and the implementation phase will require 6 to 12 months. Our founder and CEO, Jason Lane, will complete the design phase. We plan to hire 3 full time developers to complete the implementation phase. In our estimation, the capital required for the implementation phase will be $200,000. After the completion of the implementation phase, the software application will be market ready.

Post implementation, Jason Lane will perform the sales function for the Company. As customers are contracted, the development team will handle necessary integrations and ongoing customer support. Customer contracts will require upfront integration fees and ongoing license fees in excess of required costs, including development talent and hosting fees.

There is significant risk in our ability to successfully (i) complete the design phase, (ii) raise the required capital to hire engineers to begin the implementation phase, (iii) successfully implement and release the software application with all requirements, (iv) contract one or more customers to use the software application, and (v) price the application so that we receive revenues sufficient to cover the operating expenses of the Company, including the cost of maintaining, supporting and improving the software application.

The Company is led by Mr. Jason Lane, who has served in various capacities in the public, private, and non-profit sectors with over 20 years of sales, marketing, finance, management, manufacturing and leadership experience. Mr. Lane obtained his MBA in 2005 and is the Director of Sales, North America – West Region for ClearStructure Financial Technology, a software and technology firm catering to the investment management industry. Mr. Lane has worked in various sales, business development, and relationship management roles in the financial technology, private wealth management, legal, manufacturing and education spaces. Mr. Lane also serves on the board of two non-profit organizations, Single Mothers Outreach of Santa Clarita and the Boys and Girls Club of Santa Clarita. He is also an advisor to KaleidoEye, a youth leadership program. Mr. Lane resides in Valencia, CA and is married to a wife with 20 years of experience as an RN in Critical Care.

Our Company's fiscal year end is June 30.

Website

We currently own the domain name www.kokicare.com. The website is under construction. We plan to launch the kokicare.com website during the 2nd quarter of 2016.

Target Market

The Company's target market consists of healthcare organizations including hospitals, clinics, physician offices and long term care facilities.

Marketing and Sales

We are in the design phase of the software application. The Company's President and CEO, Jason Lane, has a strong background in selling enterprise software solutions and will be the primary driver for sales and marketing once the Company has a market ready product. Additionally, the Company plans to raise additional capital that will be used to hire employees including sales and marketing staff.

Competition

The Company's competition comes from software and technology companies that develop or sell enterprise software in the global healthcare market. The industry has many players with diverse solutions.

Pricing

A typical engagement will require the client to sign an annual contract with agreed upon terms including: a base annual license, per user fee, and costs imbedded for SaaS hosting, software maintenance and disaster recovery protocols. Additionally, the Company will bill separate for any custom development, out of scope requirements or approved out of pocket costs.

Employees

We presently have no other employees other than our President, CEO and CFO, Jason Lane.

Government Regulation

Our business activities currently are subject to no particular regulation by government agencies other than that routinely imposed on corporate businesses. We do not anticipate any regulations specific to our business activities in the future.

Seasonality

We do not have a seasonal business cycle.

Environmental Matters

Our business currently does not involve any environmental regulation.

Intellectual Property

We do not hold any patents, trademarks or other registered intellectual property on services or processes relating to our business at this time. With the exception of the domain name KokiCare.com and software applications to be developed in the future, we do not consider the grant of patents, trademarks or other registered intellectual property essential to the success of our business.

DESCRIPTION OF PROPERTY

The Company's principal executive office and mailing address is 26716 Via Colina, Stevenson Ranch, CA 91381. Our telephone number is (661) 753-6330 and the office space is provided free of charge by Mr. Lane.

LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not involved in any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our audited financial statements and the accompanying notes included elsewhere in this Prospectus. References in this Management's Discussion and Analysis of Financial Condition and Results of Operations to "KokiCare", "us," "we," "our," and similar terms refer to KokiCare, Inc., a Delaware corporation. This discussion includes forward-looking statements, as that term is defined in the federal securities laws, based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. Words such as "anticipate," "estimate," "plan," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions are used to identify forward-looking statements.

We caution you that these statements are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond our control, which may influence the accuracy of the statements and the projections upon which the statements are based. See "Note Regarding Forward-Looking Statements." Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain factors discussed in "Risk Factors" and elsewhere in this registration statement. Any one or more of these uncertainties, risks and other influences could materially affect our results of operations and whether forward-looking statements made by us ultimately prove to be accurate. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

Overview

KokiCare, Inc. was incorporated on April 24, 2015 under the laws of the State of Delaware. The Company is in the discovery and planning phase to develop a real-time, SaaS-based enterprise software application to manage the integration, planning, tracking and management of healthcare assets, which include, people, supplies, clinical data, relationships, and financial resources of healthcare organizations.

KokiCare is currently in the design phase to develop a healthcare analytics software platform to assist healthcare professionals with business analytics, performance management and data warehousing. With increased regulatory requirements and technology improvements in the healthcare industry, companies are inundated with greater volumes of data than ever before. Our technology will provide for healthcare organizations to store, manage and access their data in meaningful ways, improving patient care and financial performance.

The Company plans to hire software engineers to develop a web-based application using the latest Microsoft Stack tools. With an intuitive Web UI, our SaaS modeled application will be scalable and flexible with multiple modules integrated into the end product. The software will be licensed on an annual contract by hospitals, clinics, and other healthcare facilities. The revenues generated from the licensing fees and upfront integration fees, will create a sustainable revenue model.

We have identified software engineers to perform the implementation phase, but those individuals are currently not under any obligation or contract with KokiCare. After we have completed the design phase of the software platform, and have raised sufficient capital for the implementation phase, we will hire engineers to begin development.

We anticipate the design phase will require approximately 6 months and the implementation phase will require 6 to 12 months. Our founder and CEO, Jason Lane, will complete the design phase. We plan to hire 3 full time developers to complete the implementation phase. In our estimation, the capital required for the implementation phase will be $200,000. After the completion of the implementation phase, the software application will be market ready.

Post implementation, Jason Lane will perform the sales function for the Company. As customers are contracted, the development team will handle necessary integrations and ongoing customer support. Customer contracts will require upfront integration fees and ongoing license fees in excess of required costs, including development talent and hosting fees.

There is significant risk in our ability to successfully (i) complete the design phase, (ii) raise the required capital to hire engineers to begin the implementation phase, (iii) successfully implement and release the software application with all requirements, (iv) contract one or more customers to use the software application, and (v) price the application so that we receive revenues sufficient to cover the operating expenses of the Company, including the cost of maintaining, supporting and improving the software application.

The Company is led by Mr. Jason Lane, who has served in various capacities in the public, private, and non-profit sectors with over 20 years of sales, marketing, finance, management, manufacturing and leadership experience. Mr. Lane obtained his MBA in 2005 and is the Director of Sales, North America – West Region for ClearStructure Financial Technology, a software and technology firm catering to the investment management industry. Mr. Lane has worked in various sales, business development, and relationship management roles in the financial technology, private wealth management, legal, manufacturing and education spaces. Mr. Lane also serves on the board of two non-profit organizations, Single Mothers Outreach of Santa Clarita and the Boys and Girls Club of Santa Clarita. He is also an advisor to KaleidoEye, a youth leadership program. Mr. Lane resides in Valencia, CA and is married to a wife with 20 years of experience as an RN in Critical Care.

Plan of Operations

The Company is currently in the discovery and planning phase to develop an enterprise software application to be sold to healthcare organizations. This effort is led by Mr. Jason Lane, the Company's founder and only executive.

Results of Operations - For the Three Months Ended September 30, 2015

Overview

We reported a net loss of $6,190 for the three months ended September 30, 2015.

Revenues

We had no revenues for the three months ended September 30, 2015.

General and administrative expenses

General and administrative expenses were $6,140 for the three months ended September 30, 2015.

Interest

Interest expense was $50 for the three months ended September 30, 2015.

Liquidity and Capital Resources

Liquidity

We measure our liquidity in a number of ways, including the following:

	September 30, 2015
Cash and cash equivalents	$ 8,456
Working capital	$ 8,456

For the three months ended September 30, 2015, our sources and uses of cash were as follows:

Net Cash Used by Operating Activities

We experienced negative cash flow from operating activities for the three months ended September 30, 2015 in the amount of $6,140. The net cash used by operating activities was primarily attributable to our net loss from our operations.

Net Cash Used in Investing Activities

There were no cash flows from investing activities during the three months ended September 30, 2015.

Net Cash Used by Financing Activities

Net cash provided by financing activities was $15,100 for the period from April 24, 2015 (inception) through September 30, 2015. The net cash provided by financing activities was a result of $10,000 in proceeds from the issuance of a note payable and $5,100 in proceeds from the sale of common shares.

Results of Operations - For the Period from April 24, 2015 (inception) through June 30, 2015

Overview

We reported a net loss of $512.

Revenues

We had no revenues for the period from April 24, 2015 (inception) through June 30, 2015.

General and administrative expenses

General and administrative expenses were $504 for the period from April 24, 2015 (inception) through June 30, 2015.

Interest

Interest expense was $8 during the period from April 24, 2015 (inception) through June 30, 2015.

Liquidity and Capital Resources

Liquidity

We measure our liquidity in a number of ways, including the following:

	June 30, 2015
Cash and cash equivalents	$ 14,596
Working capital	$ 14,596

For the period from April 24, 2015 (inception) through June 30, 2015, our sources and uses of cash were as follows:

Net Cash Used by Operating Activities

We experienced negative cash flow from operating activities for the period from April 24, 2015 (inception) through June 30, 2015 in the amount of $504. The net cash used by operating activities was primarily attributable to our net loss of our operations.

Net Cash Used in Investing Activities

There were no cash flows from investing activities for the period from April 24, 2015 (inception) through June 30, 2015.

Net Cash Used by Financing Activities

Net cash provided by financing activities was $15,100 for the period from April 24, 2015 (inception) through June 30, 2015. The net cash provided by financing activities was a result of $10,000 in proceeds from the issuance of a note payable and $5,100 in proceeds from the sale of common shares.

Availability of Additional Funds

We currently do not have any material commitment for capital expenditures. Additionally, we are not currently generating any revenues. In order to develop a marketable product, we will need to raise additional capital. If we're not successful in raising additional capital, we will exhaust our capital reserves and need to suspend our operations until we obtain the needed funding. Our current cash reserves provide KokiCare with enough capital to remain operational for an additional 6 months.

Currently, we have no established bank-financing arrangements. Therefore, we will need to seek additional financing through a future private offering of our equity or debt securities, or through strategic partnerships and other arrangements with corporate partners. We believe we will be successful in these efforts; however, there can be no assurance we will be successful in raising additional debt or equity financing to fund our operations on terms agreeable to us. These matters raise substantial doubt from our independent auditor about our ability to continue as a going concern. If we are unable to meet our internal revenue forecasts or obtain additional financing on a timely basis, we may have to delay the development of our software application, which would have a material adverse effect on our business, financial condition and results of operations, and ultimately we could be forced to discontinue our operations, liquidate, and/or seek reorganization under the U.S. bankruptcy code.

Our financial statements included elsewhere in this registration statement on Form S-1 have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate our continuation as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

Critical Accounting Policies and Estimates

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Estimates may include those pertaining to accruals, stock-based compensation and income taxes. Actual results could materially differ from those estimates.

Revenue Recognition

The Company recognizes revenue related to its professional services to its customers when (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the sales price is fixed or determinable; and (iv) collectability is reasonably assured.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table sets forth the name, age, and positions of our executive officers and director as of the date of this Memorandum:

Name	Age	Positions
Jason Lane	43	President, Chief Executive Officer, Chief Financial Officer and Director

Set forth below is a brief description of the background and business experience of our officer and director.

Mr. Jason Lane has served in various capacities in the public, private, and non-profit sectors with over 20 years of sales, marketing, finance, management, manufacturing and leadership experience. He obtained his MBA in 2005 and is the Director of Sales, North America – West Region for ClearStructure Financial Technology, a software and technology firm catering to the investment management industry. Mr. Lane has worked in various sales, business development, and relationship management roles in the financial technology, private wealth management, legal, manufacturing and education spaces. Mr. Lane also serves on the board of two non-profit organizations, Single Mothers Outreach of Santa Clarita and the Boys and Girls Club of Santa Clarita. He is also an advisor to KaleidoEye, a youth leadership program. Mr. Lane resides in Valencia, CA and is married to a wife with 20 years of experience as an RN in Critical Care.

Mr. Jason Lane's experience over the last 5 years is as follows:

ClearStructure Financial Technology (Director of Sales), 2014 - current
Albert Einstein Academy (CFO), 2013
Dorsey Wright Money Management (Private Wealth Advisor), 2012
ClearStructure Financial Technology (Director of Sales), 2010-2011

Our bylaws authorize no less than one (1) director. Mr. Jason Lane is our sole director.

The registrant believes that the skills, experiences and qualifications of its officers and directors provide the registrant with the expertise and experience necessary to advance the interests of its shareholders.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

We currently do not have employment agreements with our executive officers and directors.

Family Relationships

There is no family relationship among any of our directors or executive officers.

Director Independence

For purposes of determining director independence, we have applied the definitions set out in NASDAQ Rule 4200(a)(15). Under NASDAQ Rule 4200(a)(15), a director is not considered to be independent if he or she is also an executive officer or employee of the corporation or has been, at any time during the past three years, employed by the Company. Accordingly, we do not have any independent director as of the date of this registration statement.

Involvement in Certain Legal Proceedings

Our directors and executive officers have not been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past ten years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement. Except as set forth in our discussion below in "Certain Relationships and Related Transactions," none of our directors, director nominees or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

EXECUTIVE COMPENSATION

There was no compensation awarded to, earned by, or paid to executive officers for the period from April 24, 2015 (inception) to June 30, 2015.

Compensation Discussion and Analysis

The registrant does presently not have employment agreements with any of its named executive officers and it has not established a system of executive compensation or any fixed policies regarding compensation of executive officers. Due to financial constraints typical of those faced by a recently formed business, the Company has not paid any cash and/or stock compensation to its named executive officers.

Our current named executive officer, Jason Lane, holds substantial ownership in the registrant and is motivated by a strong entrepreneurial interest in developing our operations and potential revenue base to the best of his ability. As our business and operations expand and mature, we may develop a formal system of compensation designed to attract, retain and motivate talented executives.

The table below summarizes all compensation awarded to, earned by, or paid to each named executive officer for all services rendered to us.

None

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Totals ($)
Jason Lane, President, Chief Executive Officer and Chairman of the Board	2015	0	0	0	0	0	0	0	0

Narrative Disclosure to the Summary Compensation Table

Our named executive officer does not currently receive any compensation from the registrant for his service as an officer of the registrant. Mr. Lane has the flexibility to dedicate 1 to 20 hours per week to the company.

Option Grants Table

There were no individual grants of stock options to purchase our common stock made to the executive officers for the period from April 24, 2015 (inception) through June 30, 2015.

Long-Term Incentive Plan ("LTIP") Awards Table

There were no awards made to any named executive officers in the last completed fiscal year under any LTIP.

Employment Agreements

Currently, we do not have an employment agreement in place with our officer and director.

No retirement, pension, profit sharing, insurance programs, long-term incentive plans or other similar programs have been adopted by us for the benefit of our employees. We may however implement such long-term equity incentive plans in the future.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of June 30, 2015 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possesses sole voting and investment power with respect to the shares shown.

Name	Number of Shares Beneficially Owned	Percent of Class (1)
Jason Lane	9,000,000	87.21%
All Executive Officers and Directors as a group	**9,000,000**	**87.21%**

(1) Based on 10,320,000 shares of common stock outstanding as of June 30, 2015.

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS

Mr. Lane is our only control person.

On June 15, 2015, the Company issued an unsecured note payable in the amount of $10,000 to a relative of the CEO. The note accrues interest at 2% per annum and is payable on or before June 15, 2017. The relative is a less than 5% shareholder in the company.

SELLING SECURITY HOLDERS

The common shares being offered for resale by the selling security holders consist of 1,320,000 shares of our common stock held by 36 shareholders

All expenses incurred with respect to the registration of the common stock will be borne by us, but we will not be obligated to pay any underwriting fees, discounts, commissions or other expenses incurred by the selling shareholders in connection with the sale of such shares.

The following table sets forth the names of the selling security holders, the number of shares of common stock beneficially owned by each of the selling stockholders as of the date of this registration statement and the number of shares of common stock being offered by the selling stockholders. The shares beneficially owned have been determined in accordance with rules promulgated by the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. The information in the table below is current as of the date of this prospectus. The selling shareholders may from time to time offer and sell pursuant to this prospectus any or all of the common stock being registered. The selling shareholders are under no obligation to sell all or any portion of such shares nor are the selling shareholders obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by the selling shareholders.

Name	Shares Beneficially Owned Prior to Offering	Percent Beneficially Owned Prior to Offering (1)	Shares to be Offered	Amount Beneficially Owned After Offering	Percent Beneficially Owned After Offering(1)
Huston Barnett, LLC (2)	400,000	3.87%	400,000	0	0%
Silvermine Trust (3)	300,000	2.91%	300,000	0	0%
Waveny Family Trust (4)	300,000	2.91%	300,000	0	0%
Georgia Lane	10,000	0.097%	10,000	0	0%
Alvera Merton	10,000	0.097%	10,000	0	0%
Tanya Hufanga	10,000	0.097%	10,000	0	0%
Tevita Hufanga	10,000	0.097%	10,000	0	0%
Angela Moore	10,000	0.097%	10,000	0	0%
Ronald Moore	10,000	0.097%	10,000	0	0%
Jeffrey Scholz	10,000	0.097%	10,000	0	0%
Kai Scholz	10,000	0.097%	10,000	0	0%
David Parker	10,000	0.097%	10,000	0	0%
Benjamin King	10,000	0.097%	10,000	0	0%
Stacie King	10,000	0.097%	10,000	0	0%
Daniel Hernandez	10,000	0.097%	10,000	0	0%
Nathan Ure	5,000	0.048%	5,000	0	0%
Darcy Ure	5,000	0.048%	5,000	0	0%
John Fusano	10,000	0.097%	10,000	0	0%
Liz Fusano	10,000	0.097%	10,000	0	0%
Caleb Willis	10,000	0.097%	10,000	0	0%
Matthew Atwood	10,000	0.097%	10,000	0	0%
Sharlene Atwood	10,000	0.097%	10,000	0	0%
Clinton Duke Montague	10,000	0.097%	10,000	0	0%
Roxann Montague	10,000	0.097%	10,000	0	0%
Shaunasey Lane	10,000	0.097%	10,000	0	0%
Aaron Fuller	10,000	0.097%	10,000	0	0%
Angela Fuller	10,000	0.097%	10,000	0	0%
James White	10,000	0.097%	10,000	0	0%
Stanley David Scott	10,000	0.097%	10,000	0	0%
Jonathan Strickling	10,000	0.097%	10,000	0	0%
Amy Strickling	10,000	0.097%	10,000	0	0%
Paul Cotcher	10,000	0.097%	10,000	0	0%
Stephanie Cotcher	10,000	0.097%	10,000	0	0%
Tevita Jason Vivieni Hufanga	10,000	0.097%	10,000	0	0%
Katelyn Strickling	10,000	0.097%	10,000	0	0%
Lena Strickling	10,000	0.097%	10,000	0	0%
	1,320,000	**12.79%**	**1,320,000**	**0**	**0%**

(1) Based on 10,320,000 shares outstanding as of December 7, 2015 ..
(2) Kevin Taylor, Managing Member, has sole beneficial ownership of the shares.
(3) Megan Pope, Trustee, has sole beneficial ownership of the shares.
(4) Sean Warren, Trustee, has sole investment and voting power with respect to the shares.

There are no agreements between the Company and any selling shareholder pursuant to which the shares subject to this registration statement were issued.

None of the selling shareholders or their beneficial owners:

- has had a material relationship with us other than as a shareholder at any time within the past three years; or
- has ever been one of our officers or directors or an officer or director of our predecessors or affiliates
- are broker-dealers or affiliated with broker-dealers.

PLAN OF DISTRIBUTION

The selling shareholders may sell some or all of their shares at a fixed price of $0.25 per share for the duration of the offering. Although our common stock is not listed on a public exchange, we will be filing to obtain a quotation on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on OTCBB, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, nor can there be any assurance that such an application for quotation will be approved. However, sales by selling security holders must be made at the fixed price of $0.25 for the duration of the offering.

Once a market has developed for our common stock, the shares may be sold or distributed from time to time by the selling stockholders, directly to one or more purchasers or through brokers or dealers who act solely as agents. The distribution of the shares may be effected in one or more of the following methods:

* ordinary brokers transactions, which may include long or short sales,

* transactions involving cross or block trades on any securities or market where our common stock is trading,

* through direct sales to purchasers or sales effected through agents,

* through transactions in options, swaps or other derivatives (whether exchange listed or otherwise), or

* any combination of the foregoing.

In addition, the selling shareholders may enter into hedging transactions with broker-dealers who may engage in short sales, if short sales were permitted, of shares in the course of hedging the positions they assume with the selling stockholders. The selling shareholders may also enter into option or other transactions with broker-dealers that require the delivery by such broker-dealers of the shares, which shares may be resold thereafter pursuant to this prospectus. None of the selling shareholders are broker-dealers or affiliates of broker dealers.

We will advise the selling shareholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling shareholders and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling shareholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

Brokers, dealers, or agents participating in the distribution of the shares may receive compensation in the form of discounts, concessions or commissions from the selling shareholders and/or the purchasers of shares for whom such broker-dealers may act as agent or to whom they may sell as principal, or both (which compensation as to a particular broker-dealer may be in excess of customary commissions). Neither the selling shareholders nor we can presently estimate the amount of such compensation. We know of no existing arrangements between the selling shareholders and any other shareholder, broker, dealer or agent relating to the sale or distribution of the shares. We will not receive any proceeds from the sale of the shares of the selling shareholders pursuant to this prospectus. We have agreed to bear the expenses of the registration of the shares, including legal and accounting fees.

Notwithstanding anything set forth herein, no FINRA member will charge commissions that exceed 8% of the total proceeds of the offering.

DESCRIPTION OF SECURITIES TO BE REGISTERED

General

Our authorized share capital consists of 50,000,000 shares of common stock, par value $0.0001 per share and 5,000,000 shares of preferred stock, par value $0.0001 per share. As of the date hereof, 10,320,000 shares of our common stock and no shares of our preferred stock were outstanding.

Common Stock

The shareholders of our common stock currently have: (i) equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board; (ii) are entitled to share ratably in all of the assets of the Company available for distribution to holders of common stock upon liquidation, dissolution or winding up of the affairs of the Company; (iii) do not have pre-emptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights applicable thereto; and (iv) are entitled to one non-cumulative vote per share on all matters on which stock holders may vote. This means that the holders of a majority of the voting power of the shares voting for the election of directors can elect all directors to be elected if they choose to do so. Please refer to the Company's Articles of Incorporation, by-laws and the applicable statutes of the State of Nevada for a more complete description of the rights and liabilities of holders of the Company's securities.

We currently intend to retain our entire available discretionary cash flow to finance the growth, development and expansion of our business and do not anticipate paying any cash dividends on the common stock in the foreseeable future. Any future dividends will be paid at the discretion of the Board.

If we liquidate or dissolve our business, the shareholders of our common stock will share ratably in all our assets that are available for distribution to our stockholders after our creditors are paid in full and the holders of all series of our outstanding preferred stock, if any, receive their liquidation preferences in full.

Preferred Stock

At the direction of our Board of Directors, without any action by the holders of our common stock, we may issue one or more series of preferred stock from time to time. Our Board of Directors can determine the number of shares of each series of preferred stock, the designation, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions applicable to any of those rights, including dividend rights, voting rights, conversion or exchange rights, terms of redemption and liquidation preferences, of each series.

Undesignated preferred stock may enable our Board of Directors to render more difficult or to discourage an attempt to obtain control of our company by means of a tender offer, proxy contest, merger or otherwise, and thereby to protect the continuity of our management. The issuance of shares of preferred stock may adversely affect the rights of our common stockholders. For example, any preferred stock issued may rank prior to the common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of common stock. As a result, the issuance of shares of preferred stock, or the issuance of rights to purchase shares of preferred stock, may discourage an unsolicited acquisition proposal or bids for our common stock or may otherwise adversely affect the market price of our common stock or any existing preferred stock.

Dividends

We have not paid any cash dividends to our shareholders. The declaration of any future cash dividends is at the discretion of our Board and depends upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

Transfer Agent and Registrar

We have engaged with Action Stock Transfer Corporation as the transfer agent and registrar for the securities of the Company.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The validity of the common stock being offered pursuant to this registration statement will be passed upon for us by the law firm of Novi & Wilkin.

The financial statements for the period from April 24, 2015 (inception) to June 30, 2015 included in this prospectus and the registration statement have been audited by Heaton & Company, PLLC, an independent registered public accounting firm, to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We filed with the SEC a registration statement under the Securities Act for the common stock in this offering. This prospectus does not contain all of the information in the registration statement and the exhibits and schedule that were filed with the registration statement. For further information with respect to us and our common stock, we refer you to the registration statement and the exhibits and schedule that were filed with the registration statement. Statements contained in this prospectus about the contents of any contract or any other document that is filed as an exhibit to the registration statement are not necessarily complete, and we refer you to the full text of the contract or other document filed as an exhibit to the registration statement. A copy of the registration statement and the exhibits and schedules that were filed with the registration statement may be inspected without charge at the Public Reference Room maintained by the SEC at 100 F Street, N.E. Washington, DC 20549, and copies of all or any part of the registration statement may be obtained from the SEC upon payment of the prescribed fee. Information regarding the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. The address of the website is www.sec.gov .

KokiCare, Inc.
September 30, 2015
Index to the Unaudited Financial Statements

KokiCare, Inc.
Balance Sheets

	(unaudited) September 30, 2015	June 30, 2015
ASSETS		
Current assets		
Cash and cash equivalents	$ 8,456	$ 14,596
Total current assets	8,456	14,596
TOTAL ASSETS	$ 8,456	$ 14,596
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accrued expenses	$ -	$ -
Total current liabilities	-	-
Note payable - related party	10,000	10,000
Other liabilities	58	8
Total liabilities	10,058	10,008
Stockholders' deficit		
Preferred stock, $0.0001 par value, 5,000,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.0001 par value, 50,000,000 shares authorized, 10,320,000 issued and outstanding	1,032	1,032
Additional paid-in capital	4,068	4,068
Accumulated deficit	(6,702)	(512)
Total stockholders' deficit	(1,602)	4,588
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 8,456	$ 14,596

See notes to the Financial Statements

KokiCare, Inc.
Statement of Operations
For the Three Months Ended September 30, 2015
(unaudited)

Net revenue	$	-
Operating expenses		
General and administrative		6,140
Total operating expenses		6,140
Loss from operations		(6,140)
Interest expense		(50)
Provision for income taxes		-
Net loss	$	(6,190)
Net loss per common share		
Basic and diluted	$	-
Weighted-average number of common shares		
Basic and diluted		10,320,000

See notes to the Financial Statements

KokiCare, Inc.
Statement of Cash Flows
For the Three Months Ended September 30, 2015
(unaudited)

Cash Flows from Operating Activities		
Net loss	$	(6,190)
Adjustments to reconcile net loss to net cash used in operating activities		-
Changes in operating assets and liabilities		-
Other long-term liabilities		50
Net cash used in operating activities		(6,140)
Net Decrease in Cash and Cash Equivalents		(6,140)
Cash and Cash Equivalents at Beginning of Period		14,596
Cash and Cash Equivalents at End of Period	$	8,456
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$	-
Cash paid for income taxes	$	-

See notes to the Financial Statements

Note 1 - Organization and Operations

KokiCare, Inc.

KokiCare, Inc. (the "Company") was incorporated on April 24, 2015 under the laws of the State of Delaware. The Company aims to develop health care enterprise software to be sold to hospitals, medical centers and health care facilities in the United States and internationally.

Note 2 - Summary of Significant Accounting Policies

The Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Fiscal Year-End

The Company elected June 30th as its fiscal year ending date.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were as follows:

(i) *Assumption as a going concern* : Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business;

(ii) *Valuation allowance for deferred tax assets* : Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry–forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash and accrued expenses approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured.

Research and Development

The Company follows paragraph 730-10-25-1 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 2 *"Accounting for Research and Development Costs"*) and paragraph 730-20-25-11 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 68 *"Research and Development Arrangements"*) for research and development costs. Research and development costs are charged to expense as incurred. Research and development costs consist primarily of remuneration for material and testing costs for research and development. Research and development for the three months ended September 30, 2015 were $0.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary. All tax years since inception are open for examination by taxing authorities.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the three months ended September 30, 2015.

Net Income (Loss) per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants.

There were no potentially dilutive common shares outstanding for the three months ended September 30, 2015.

Recently Issued Accounting Pronouncements

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

Note 3 – Notes Payable - Related Party

On June 15, 2015, the Company issued an unsecured note payable in the amount of $10,000 to a relative of the CEO. The note accrues interest at 2% per annum and is payable on or before June 15, 2017. The outstanding balance including accrued interest at September 30, 2015 and June 30, 2015 was $10,058 and $10,008, respectively.

Note 4 – Going Concern

The financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company had an accumulated deficit at September 30, 2015, and a net loss and net cash used in operating activities for the three months ended September 30, 2015. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to commence operations and generate sufficient revenue, however the Company's cash position may not be sufficient to support the Company's daily operations. Management intends to raise additional funds by way of a private or public offering. While the Company believes in the viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 5 – Stockholders' Deficit

Shares Authorized

Upon formation, the total number of shares of all classes of stock which the Company is authorized to issue is Fifty-Five Million (55,000,000) shares of which Five Million (5,000,000) shares are Preferred Stock, par value $0.0001 per share, and Fifty Million (50,000,000) shares are Common Stock, par value $0.0001 per share.

Common Stock

As of September 30, 2015 and June 30, 2015, there were 10,320,000 shares issued and outstanding.

On April 28, 2015, the Company sold 9,000,000 shares of common stock to the founder of the Company at $0.0001 per share, or $900 in aggregate for cash.

On May 15, 2015, the Company sold a total of 1,000,000 shares of common stock to three (3) investors at $0.001 per share, or $1,000 in aggregate for cash.

Between June 2, 2015 and June 24, 2015, the Company sold 320,000 shares of common stock to thirty three (33) investors at $0.01 per share, or $3,200 in aggregate for cash.

All shares were issued in accordance with the exemption from the registration provisions of the Securities Act of 1933, as amended, provided by Section 4(2) of such Act for issuances not involving any public offering and Rule 506 of Regulation D promulgated thereunder.

Note 6 – Income Tax Provision

Deferred Tax Assets

As of September 30, 2015, the Company had net operating loss ("NOL") carry-forwards for Federal income tax purposes of $6,644 that may be available to reduce future years' taxable income through 2035. No tax benefit has been recorded with respect to these net operating loss carry-forwards in the accompanying financial statements as the management of the Company believes that the realization of the Company's net deferred tax assets of approximately $2,259 was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by the full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realization. The valuation allowance increased approximately $2,088 for the three months ending September 30, 2015.

Components of deferred tax assets at September 30, 2015 are as follows:

	September 30, 2015
Net deferred tax assets – Non-current:	
Expected income tax benefit from NOL carry-forwards	$ 2,259
Less valuation allowance	(2,259)
Deferred tax assets, net of valuation allowance	$ -

Income Tax Provision in the Statement of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the Three Months Ended September 30, 2015
Federal statutory income tax rate	34.0
Increase (reduction) in income tax provision resulting from:	
Net operating loss ("NOL") carry-forwards	(34.0)
Effective income tax rate	0.0

Note 7 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were no reportable subsequent events to be disclosed.

KokiCare, Inc.

June 30, 2015
Index to the Financial Statements

Heaton & Company, PLLC

Kristofer Heaton, CPA
William R. Denny, CPA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors and Stockholders
KokiCare, Inc.
26716 Via Colina
Stevenson Ranch, CA 91318

We have audited the accompanying balance sheet of KokiCare, Inc. (the “Company”) as of June 30, 2015, and the related statements of operations, changes in stockholders' equity, and cash flows for the period from April 24, 2015 (inception) through June 30, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). 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 audit 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 audit provides 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 KokiCare, Inc. as of June 30, 2015, and the results of its operations and cash flows for the period from April 24, 2015 (inception) through June 30, 2015, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements referred to above have been prepared assuming the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has recurring losses and has not generated revenues from its planned principal operations. These factors raise substantial doubt that the Company will be able to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Heaton & Company, PLLC
Farmington, Utah
September 28, 2015

240 N. Promontory
Suite 200
Farmington, Utah
84025

(T) 801.218.3523

heatoncpas.com

KokiCare, Inc.
Balance Sheet
As of June 30, 2015

ASSETS

Current assets	
Cash and cash equivalents	$ 14,596
Total current assets	14,596
TOTAL ASSETS	$ 14,596
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities	
Accrued expenses	$ -
Total current liabilities	-
Note payable - related party	10,000
Other liabilities	8
Total liabilities	10,008
Stockholders' equity	
Preferred stock, $0.0001 par value, 5,000,000 shares authorized, none issued and outstanding	-
Common stock, $0.0001 par value, 50,000,000 shares authorized, 10,320,000 issued and outstanding	1,032
Additional paid-in capital	4,068
Accumulated deficit	(512)
Total stockholders' equity	4,588
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 14,596

See notes to the Financial Statements

KokiCare, Inc.
Statement of Operations
For the Period from April 24, 2015 (Inception) through June 30, 2015

Net revenue	$ -
Operating expenses	
General and administrative	504
Total operating expenses	504
Loss from operations	(504)
Interest expense	(8)
Provision for income taxes	-
Net loss	$ (512)
Net loss per common share	
Basic and diluted	$ -
Weighted-average number of common shares	
Basic and diluted	9,237,941

See notes to the Financial Statements

KokiCare, Inc.
Statement of Stockholders' Equity
For the Period from April 24, 2015 (Inception) through June 30, 2015

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity
Balance at April 24, 2015	-	$ -	-	$ -	$ -	$ -	$ -
Issuance of common shares for cash to founder at $0.0001 per share	-	-	9,000,000	900	-	-	900
Issuance of common shares for cash at $0.001 per share	-	-	1,000,000	100	900	-	1,000
Issuance of common shares for cash at $0.01 per share	-	-	320,000	32	3,168	-	3,200
Net loss	-	-	-	-	-	(512)	(512)
Balance at June 30, 2015	-	$ -	10,320,000	$ 1,032	$ 4,068	$ (512)	$ 4,588

See notes to the Financial Statements

KokiCare, Inc.
Statement of Cash Flows
For the Period from April 24, 2015 (Inception) through June 30, 2015

Cash Flows from Operating Activities		
Net loss	$	(512)
Adjustments to reconcile net loss to net cash used in operating activities		-
Changes in operating assets and liabilities		
Other long-term liabilities		8
Net cash used in operating activities		(504)
Cash Flows From Financing Activities		
Proceeds from issuance of note payable		10,000
Proceeds from sale of common shares		5,100
Net cash provided by Financing Activities		15,100
Net Increase in Cash and Cash Equivalents		14,596
Cash and Cash Equivalents at Beginning of Period		-
Cash and Cash Equivalents at End of Period	$	14,596
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$	-
Cash paid for income taxes	$	-

Note 1 - Organization and Operations

KokiCare, Inc.

KokiCare, Inc. (the "Company") was incorporated on April 24, 2015 under the laws of the State of Delaware. The Company aims to develop health care enterprise software to be sold to hospitals, medical centers and health care facilities in the United States and internationally.

Note 2 - Summary of Significant Accounting Policies

The Management of the Company is responsible for the selection and use of appropriate accounting policies and the appropriateness of accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by generally accepted accounting principles.

Basis of Presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Fiscal Year-End

The Company elected June 30th as its fiscal year ending date.

Use of Estimates and Assumptions and Critical Accounting Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date(s) of the financial statements and the reported amounts of revenues and expenses during the reporting period(s).

Critical accounting estimates are estimates for which (a) the nature of the estimate is material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and (b) the impact of the estimate on financial condition or operating performance is material. The Company's critical accounting estimates and assumptions affecting the financial statements were as follows:

(iii) *Assumption as a going concern*: Management assumes that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business;

(iv) *Valuation allowance for deferred tax assets*: Management assumes that the realization of the Company's net deferred tax assets resulting from its net operating loss ("NOL") carry–forwards for Federal income tax purposes that may be offset against future taxable income was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by a full valuation allowance. Management made this assumption based on (a) the Company has incurred recurring losses, (b) general economic conditions, and (c) its ability to raise additional funds to support its daily operations by way of a public or private offering, among other factors.

These significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to these estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in generally accepted accounting principles ("GAAP"), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash and accrued expenses approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable and (iv) collectability is reasonably assured.

Research and Development

The Company follows paragraph 730-10-25-1 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 2 *"Accounting for Research and Development Costs"*) and paragraph 730-20-25-11 of the FASB Accounting Standards Codification (formerly Statement of Financial Accounting Standards No. 68 *"Research and Development Arrangements"*) for research and development costs. Research and development costs are charged to expense as incurred. Research and development costs consist primarily of remuneration for material and testing costs for research and development. Research and development costs from April 24, 2015 (inception) to June 30, 2015 were $0.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statements of operations in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary. All tax years since inception are open for examination by taxing authorities.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the period from April 24, 2015 (inception) through June 30, 2015.

Net Income (Loss) per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially dilutive outstanding shares of common stock during the period to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants.

There were no potentially dilutive common shares outstanding for the period from April 24, 2015 (inception) through June 30, 2015.

Recently Issued Accounting Pronouncements

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

Note 3 – Notes Payable - Related Party

On June 15, 2015, the Company issued an unsecured note payable in the amount of $10,000 to a relative of the CEO. The note accrues interest at 2% per annum and is payable on or before June 15, 2017.

Note 4 – Going Concern

The financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets and liquidation of liabilities in the normal course of business.

As reflected in the financial statements, the Company had an accumulated deficit at June 30, 2015, and a net loss and net cash used in operating activities for the period from April 24, 2015 (inception) through June 30, 2015. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The Company is attempting to commence operations and generate sufficient revenue, however the Company's cash position may not be sufficient to support the Company's daily operations. Management intends to raise additional funds by way of a private or public offering. While the Company believes in the viability of its strategy to commence operations and generate sufficient revenue and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate sufficient revenue and its ability to raise additional funds by way of a public or private offering.

The financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 5 – Stockholders' Equity

Shares Authorized

Upon formation the total number of shares of all classes of stock which the Company is authorized to issue is Fifty-Five Million (55,000,000) shares of which Five Million (5,000,000) shares are Preferred Stock, par value $0.0001 per share, and Fifty Million (50,000,000) shares are Common Stock, par value $0.0001 per share.

Common Stock

On April 28, 2015, the Company sold 9,000,000 shares of common stock to the founder of the Company at $0.0001 per share, or $900 in aggregate for cash.

On May 15, 2015, the Company sold a total of 1,000,000 shares of common stock to three (3) investors at $0.001 per share, or $1,000 in aggregate for cash.

Between June 2, 2015 and June 24, 2015, the Company sold 320,000 shares of common stock to thirty three (33) investors at $0.01 per share, or $3,200 in aggregate for cash.

All shares were issued in accordance with the exemption from the registration provisions of the Securities Act of 1933, as amended, provided by Section 4(2) of such Act for issuances not involving any public offering and Rule 506 of Regulation D promulgated thereunder.

Note 6 – Income Tax Provision

Deferred Tax Assets

As of June 30, 2015, the Company had net operating loss ("NOL") carry-forwards for Federal income tax purposes of $504 that may be available to reduce future years' taxable income through 2035. No tax benefit has been recorded with respect to these net operating loss carry-forwards in the accompanying financial statements as the management of the Company believes that the realization of the Company's net deferred tax assets of approximately $175 was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are offset by the full valuation allowance.

Deferred tax assets consist primarily of the tax effect of NOL carry-forwards. The Company has provided a full valuation allowance on the deferred tax assets because of the uncertainty regarding its realization. The valuation allowance increased approximately $171 for the period from April 24, 2015 (inception) through June 30, 2015.

Components of deferred tax assets at June 30, 2015 are as follows:

	June 30, 2015
Net deferred tax assets – Non-current:	
Expected income tax benefit from NOL carry-forwards	$ 171
Less valuation allowance	(171)
Deferred tax assets, net of valuation allowance	$ -

Income Tax Provision in the Statement of Operations

A reconciliation of the federal statutory income tax rate and the effective income tax rate as a percentage of income before income taxes is as follows:

	For the period from April 24, 2015 (inception) through June 30, 2015
Federal statutory income tax rate	34.0%
Increase (reduction) in income tax provision resulting from:	
Net operating loss ("NOL") carry-forwards	(34.0)
Effective income tax rate	0.0%

Note 7 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that there were no reportable subsequent events to be disclosed.

KOKICARE, INC.

1,320,000 SHARES OF COMMON STOCK

PROSPECTUS

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS DOCUMENT OR THAT WE HAVE REFERRED YOU TO. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS PROSPECTUS IS NOT AN OFFER TO SELL COMMON STOCK AND IS NOT SOLICITING AN OFFER TO BUY COMMON STOCK IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Until _____, all dealers that effect transactions in these securities whether or not participating in this offering may be required to deliver a prospectus. This is in addition to the dealer's obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

The Date of This Prospectus is _____

PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

Securities and Exchange Commission registration fee	$	38
Transfer Agent Fees		1,500
Accounting fees and expenses		3,000
Legal fees and expense		5,000
Miscellaneous		1,000
Total	$	10,538

All amounts are estimates other than the SEC's registration fee. We are paying all expenses of the offering listed above. No portion of these expenses will be borne by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or costs of sale.

Item 14. Indemnification of Directors and Officers

To the fullest extent permitted by the laws of the State of Delaware, our Certificate of Incorporation and Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his/her position, if he/she acted in good faith and in a manner he/she reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he/she is to be indemnified, we must indemnify him/her against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is theretofore unenforceable.

Item 15. Recent Sales of Unregistered Securities

On April 28, 2015, the Company sold 9,000,000 shares of common stock to the founder of the Company at $0.0001 per share, or $900 in aggregate for cash.

On May 15, 2015, the Company sold a total of 1,000,000 shares of common stock to three (3) investors at $0.001 per share, or $1,000 in aggregate for cash.

Between June 2, 2015 and June 24, 2015, the Company sold 320,000 shares of common stock to thirty three (33) investors at $0.01 per share, or $3,200 in aggregate for cash.

All shares were issued in accordance with the exemption from the registration provisions of the Securities Act of 1933, as amended, provided by Section 4(2) of such Act for issuances not involving any public offering and Rule 506 of Regulation D promulgated thereunder.

Item 16. Exhibits and Financial Statement Schedules

EXHIBIT NUMBER	DESCRIPTION
3.1	Amended Certificate of Incorporation
3.2	Bylaws
5.1	Legal Opinion of Novi & Wilkin
10.1	Related Party Note Payable
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Novi & Wilkin (filed as Exhibit 5.1)

Item 17. Undertakings

(A) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(5) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

Pursuant to the requirement of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Stevenson Ranch, CA 91381.

KOKICARE, INC.

By: */s/Jason Lane*
Jason Lane
President, Chief Executive Officer,
Chief Financial Officer, Principal Accounting Officer and Director
(Principal Executive Officer and Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Jason Lane Jason Lane	President, Chief Executive Officer, Chief Financial Officer , Principal Accounting Officer and Director (Principal Executive Officer and Principal Financial Officer)	December 11, 2015

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of

KokiCare, Inc.
resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "**Fourth**" so that, as amended, said Article shall be and read as follows:

> **The amount of the Common Stock this corporation is authorized to issue is 50,000,000 shares with par value of 0.0001 per share. The amount of Preferred Stock this corporation is authorized to issue is 5,000,000 shares with par value of 0.0001 per share.**

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this**29th** day of **April**, 20**15**.

By: ***/s/ Jason Lane***
Authorized Officer
Title: **President**
Name: **Jason Lane**
Print or Type

STATE *of* DELAWARE
CERTIFICATE *of* INCORPORATION
***A* STOCK CORPORATION**

First: The name of this Corporation is **KokiCare, Inc.**

Second: Its registered office in the State of Delaware is to be located at **One Commerce Center - 1201 Orange St. #600** Street, in the City of **Wilmington,** County of **New Castle** Zip Code **19899**

The registered agent in charge thereof is **InCorp Services, Inc.**

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The amount of the total stock of this corporation is authorized to issue is **50,000,000** shares (number of authorized shares) with a par value of **0.0001** per share.

Fifth: The name and mailing address of the incorporator are as follows:

Name **Jason Lane**
Mailing Address **26716 Via Colina**
Stevenson Ranch, CA Zip Code **91381**

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this **14th** day of **April**, A.D. 20**15**.

BY: ***/s/ Jason Lane***
(Incorporator)

NAME: **Jason Lane**
(type or print)

BYLAWS
OF
KokiCare, Inc.,
a Delaware corporation

ARTICLE I
Offices

SECTION 1. ***Registered Office.*** The registered office within the State of Delaware will be in the City of Wilmington, County of New Castle.

SECTION 2. ***Other Offices.*** The Corporation may also have an office or offices other than said registered office at such place or places, either within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II
Meetings of Stockholders

SECTION 1. ***Place of Meetings.*** All meetings of the stockholders for the election of directors or for any other purpose will be held at such place, either within or without of the State of Delaware, as will be designated from time to time by the Board of Directors and stated in the notice of meeting or in a duly executed waiver thereof.

SECTION 2. ***Annual Meeting.*** The annual meetings of the stockholders, commencing with year 2015, will be held at such time as will be designated from time to time by the Board of Directors and stated in the notice of meeting. At each such annual meeting, the stockholders will elect, by a plurality vote, a Board of Directors and transact such other business as may properly be brought before the meeting.

SECTION 3. ***Special Meetings.*** Special meetings of the stockholders for any purpose or purposes may be called by the Chairman of the Board, the President, or the Secretary, by resolution of the Board of Directors, or by the President at the request of the holders of a majority of the stock of the Corporation issued and outstanding and entitled to vote.

SECTION 4. ***Notice of Meetings.*** Except as otherwise expressly required by statute, written notice of each annual and special meeting of stockholders stating the date, place and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called will be given to each stockholder of record entitled to vote thereat not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice will be given personally or by mail and if by mail, will be sent in a postage pre-paid envelope, addressed to the stockholder at his address as it appears on the records of the Corporation. Notice by mail will be deemed given at the time when the same will be deposited in the United States mail, postage prepaid. Notice of any meeting will not be required to be given to any person who attends such meeting, except when such person attends the meeting in person or by proxy for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, or who, either before or after the meeting, will submit a signed written waiver of notice, in person or by proxy. Neither the business to be transacted at, nor the purpose of, an annual or special meeting of stockholders need be specified in any written waiver of notice.

SECTION 5. ***List of Stockholders.*** The officer who has charge of the stock ledger of the Corporation will prepare and make, at least ten days before each meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, showing the address of and the number of shares registered in the name of each stockholder. Such list will be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city, town or village where the meeting is to be held, which place will be specified in the notice of meeting, or, if not specified, at the place where the meeting is to be held. The list will be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

SECTION 6. ***Quorum, Adjourninents.*** The holders of a majority of the voting power of the issued and outstanding stock of the Corporation entitled to vote thereat, present in person or represented by proxy, will constitute a quorum for the transaction of business at all meetings of stockholders, except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum will not be present or represented by proxy at any meeting of stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, will have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum will be present or represented by proxy. At such adjourned meeting at which a quorum will be present or represented by proxy, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than thirty days, or, if after adjournment a new record date is set, a notice of the adjourned meeting will be given to each stockholder of record entitled to vote at the meeting.

SECTION 7. ***Organization***. At each meeting of stockholders, the Chairman of the Board, if one has been elected, or, in his absence or if one has not been elected, the President will act as chairman of the meetings. The Secretary or, in his absence or inability to act, the person whom the chairman of the meeting appoints secretary of the meeting will act as secretary of the meeting and keep the minutes thereof.

SECTION 8. ***Order of Business***. The order of business at all meetings of the stockholders will be as determined by the chairman of the meeting.

SECTION 9. ***Voting.*** Unless otherwise provided in the certificate of incorporation, each stockholder of the Corporation will be entitled at each meeting of stockholders to one vote for each share of capital stock of the Corporation having voting power standing in his name on the record of stockholders of the Corporation.

(a) on the date fixed pursuant to the provisions of Section 8 of Article V of these bylaws as the record date for the determination of the stockholders who wit, be entitled to notice of and to vote at such meeting; or

(b) if no such record date has been so fixed, then at the close of business on the day next preceding the day on which notice thereof is given, or, if notice is waived, at the close of business on the date next preceding the day on which the meeting is held.

Each stockholder entitled to vote at any meeting of stockholders may authorize another person or persons to act for him by a proxy signed by such stockholder or his attorney-In-fact, but no proxy will be voted after three years from its date, unless the proxy provides for a longer period. Any such proxy will be delivered to the secretary of the meeting at or prior to the time designated in order of business for so delivering such proxies. When a quorum is present at any meeting, the vote of the holders of a majority of the voting power of the issued and outstanding stock of the Corporation entitled to vote thereon, present in person or represented by proxy, will decide any question brought before such meeting, unless the question is one upon which by express provision of statute or of the Certificate of Incorporation or of these bylaws, a different vote is required, in which case such express provision will govern and control the decision of such question. Unless required by statute, or determined by the chairman of the meeting to be advisable, the vote on any question need not be by ballot. On a vote by ballot, each ballot will be signed by the stockholder voting, or by his proxy if there be such proxy, and will state the number of shares voted.

SECTION 10. ***Inspectors.*** The Board of Directors will, in advance of any meeting of stockholders, appoint one or more inspectors to act at such meeting or any adjournment thereof. If any of the inspectors so appointed fails to appear or act, tie chairman of the meeting will, or if inspectors have not been appointed, the chairman of the meeting may, appoint one or more inspectors. Each inspector, before entering upon the discharge of his duties, will take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors will (i) ascertain the number of shares outstanding and the voting power of each, (ii) determine the shares represented at a meeting and the validity of proxies and ballots, (iii) count all votes and ballots, iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots. The inspector may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors. On request of the chairman of the meeting, the Inspectors will maize a report in writing of any challenge, request, or matter determined by them and will execute a certificate of any fact found by them. No director or candidate for the office of director may act as an inspector of an election of directors. Inspectors need not be stockholders.

SECTION 11. ***Action Without a Meeting.*** Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and is delivered to the Corporation by delivery to its registered office in Delaware or its principal place of business. Every written consent will bear the date of signature of each stockholder who signs the consent. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent will be given to those stockholders who have not consented in writing.

ARTICLE III
Board of Directors

SECTION 1. ***General Powers.*** The business and affairs of the Corporation will be managed by or under the direction of the Board of Directors. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or the Certificate of Incorporation directed or required to be exercised or done by the stockholders.

SECTION 2. ***Number, Election and Term of Office.*** The number of directors constituting the initial Board of Directors will be three (3). The number of directors may be changed, from time to time, by the vote of a majority of the directors then in office or at any annual meeting of the stockholders or at any special meeting thereof by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat. These Bylaws may also be amended or repealed by the Board of Directors. Any decrease in the number of directors will be effective at the time of the next succeeding annual meeting of stockholders unless there are vacancies in the Board of Directors, in which case such decrease may become effective at any time prior to the next succeeding animal meeting to the extent of the number of such vacancies. Directors need not be stockholders. Directors will be elected annually by the stockholders. Each director will hold office until his successor has been elected and qualified, or until his death, or until he has resigned, or has been removed.

SECTION 3. ***Place of Meetings.*** Meetings of the Board of Directors will be held at such place or places, within or without the State of Delaware, as the Board of Directors may from time to time determine or as may be specified in the notice of any such meeting.

SECTION 4. ***Annual Meeting.*** The Board of Directors will meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after each annual meeting of stockholders, on the same day and at the same place where such annual meeting is held. Notice of such meeting need not be given. In the event such annual meeting is not so held, the annual meeting of the Board of Directors may be held at such other time or place as will be specified in a notice thereof given as hereinafter provided in Section 7 of this Article III.

SECTION 5. ***Regular Meetings.*** Regular meetings of the Board of Directors will be held at such time and place as the Board of Directors may fix. If any date fixed for the regular meeting will be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day will be held at the same hour on the next succeeding business day. Notice of regular meetings of the Board of Directors need not be given except as otherwise required by statute or these bylaws.

SECTION 6. ***Special Meetings.*** Special meetings of the Board of Directors may be called by the Chairman of the Board, if one has been elected, or by two or more directors of the Corporation or by the President.

SECTION 7. ***Notice of Meetings.*** Notice of each special meeting of the Board of Directors (and of each regular meeting for which notice is required) will be given by the Secretary as hereinafter provided in this Section 7, in which notice will state the time and place of the meeting. Except as otherwise required by these bylaws, such notice need not state the purposes of such meeting. Notice of each such meeting will be mailed, postage prepaid, to each director, addressed to him at his residence or usual place of business, by first class mail, at least two days before the day on which such meeting is to be held, or will be sent addressed to him at such place by telegraph, cable, telex, telecopier, electronic mail or other similar means or be delivered to him personally: or be given to him by telephone or other similar means, at least twenty-four hours before the time at which such meeting is to be held. Notice of any such meeting is to be given to any director who either before or after the meeting, submits a signed waiver or notice of such meeting, except when he attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTIONS 8. ***Quorum and Manner of Acting.*** A majority of the entire Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors, and, except as otherwise expressly required by statute or the Certificate of Incorporation or these bylaws, the act of a majority of the directors present at any meeting at which a quorum is present will be the act of the Board of Directors. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present thereat may adjourn such meeting to another time and plate. Notice of the time and place of any such adjourned meeting will be given to all of the directors unless such time and place were announced at the meeting at which the adjournment was taken, in which case such notice will only be given to the directors who were not present thereat. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 9. ***Organization.*** At each meeting of the Board of Directors, the Chairman of the Board, if one has been elected, or, in the absence of the Chairman of the Board or if one has not been elected, the President (or, in his absence, another director chosen by a majority of the directors present) will act as chairman of the meeting and preside thereat. The Secretary or, in his absence, any person appointed by the chairman will act as secretary of the meeting and keep the minutes thereof.

SECTION 10. ***Resignations.*** Any director of the Corporation may resign at any time by giving written notice of his resignation to the Corporation. Any such resignation will take effect at the time specified therein or, if the time when it will become effective is not specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

SECTION 11. ***Vacancies.*** Subject to the rights, if any, of the holders of any series of Preferred Stock then outstanding, any vacancy in the Board of Directors, whether arising from death, resignation, removal, an increase in the number of directors, or any other cause may be filled only by the vote of a majority of the directors then in office, though less than a quorum, or by the sole remaining director. Each director so chosen will hold office for a term expiring at the next annual meeting of stockholders or, in the event of a classified board expiring at the election of the class for which such director was chosen, and until such director's successor will have been elected and qualified. If a director resigns, effective at a future date, such director may vote to fill the vacancy.

SECTION 12. ***Compensation.*** The Board of Directors will have authority to fix the compensation, including fees and reimbursement of expenses, of directors for services to the Corporation in any capacity.

SECTION 13. ***Committees.*** The Board of Directors may designate one or more committees, including an executive committee, each committee to consist of one or more of the directors of the Corporation, The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In addition, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Except to the extent restricted by statute or the Certificate of Incorporation, each such committee, to the extent provided in the resolution creating it, will have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which require it. Each such committee will serve at the pleasure of the Board of Directors and have such name as may be determined from time to time by resolution adopted by the Board of Directors. Each committee will keep regular minutes of its meetings and report the same to the Board of Directors.

SECTION 14. ***Action by Consent.*** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, cons ant thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or such committee, as the case may be.

SECTION 15. ***Telephonic Meeting.*** Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means will constitute presence in person at a meeting.

SECTION 16. ***Advisory Board.*** The Board of Directors may establish an advisory board for the purpose of obtaining advice related to the business areas of the Company and other advice the Board of Directors deems appropriate. The members of the advisory board will be appointed by the Board of Directors. The advisory board will serve at the discretion of the Board of Directors but will not constitute a committee of the Board of Directors and will have no authority to exercise any power or authority of the Board of Directors or the Company. The duties and procedures of the advisory board, and the compensation to advisory board members, if any, will be determined by the Board of Directors.

ARTICLE IV
Officers

SECTION 1. ***Number and Qualifications.*** The officers of the Corporation will be elected by the Board of Directors and will include a President, a Secretary, and a Treasurer. The Board of Directors may also elect a Chairman of the Board and other officers as may be necessary or desirable for the business of the Corporation. Any two or more offices may be held by the same person and no officer except the Chairman of the Board need be a director. Each officer will hold office until his successor has been duly elected and has been qualified, or until his death, or until he will have resigned or have been removed, as hereinafter provided in these bylaws.

SECTION 2. ***Resignations.*** Any officer of the Corporation may resign at any time by giving written notice of his resignation to the Corporation. Any such resignation will take effect at the time specified therein or, if the time when it will become effective is not be specified therein, immediately upon receipt. Unless otherwise specified herein, the acceptance of any such resignation will not be necessary to make it effective.

SECTION 3. ***Removal.*** Any officer of the Corporation may be removed, either with or without cause, at any time, by the Board of Directors at any meeting thereto.

SECTION 4. ***Chairman of the Board.*** The Chairman of the Board, if one has been elected, will be a member of the Board, an officer of the Corporation and, if present, will preside at each meeting of the Board of Directors or the stockholders. He will advise and counsel with the President, and in his absence with other executives of the Corporation, and will perform such other duties as may from time to time be assigned to him by the Board of Directors.

SECTIONS. ***The President.*** Unless and until a Chief Executive Officer is elected, the President will be the chief executive officer of the Corporation. He will, in the absence of the Chairman of the Board or if a Chairman of the Board has not been elected, preside at each meeting of the Board of Directors or the stockholders. He will perform all duties incident to the office of President and chief executive officer and such other duties as may from time to time be assigned to him by the Board of Directors.

SECTION 6. ***Vice President.*** Each Vice President, if any has been elected, will perform all such duties as from time to time nay be assigned to him by the Board of Directors or the President. At the request of the President or in his absence or in the event of his inability or refusal to act, the Vice President, or if there are more than one, the Vice Presidents in the order determined by the Board of Directors (or if there is no such determination, then the Vice Presidents in the order of their election) will perform the duties of the President, and, when so acting, will have the powers of and be subject to the restrictions placed upon the President with respect to the performance of such duties.

SECTION 7. ***Treasurer.*** The Treasurer will

(a) have charge and custody of, and be responsible for, all the funds and securities of the Corporation

(b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation;

(c) deposit all moneys and other valuables to the credit of the Corporation in such depositories as may be designated by the Board of Directors or pursuant to Its direction;

(4) receive and give receipts for, moneys due and payable to the Corporation from any source whatsoever;

(e) subject to the limits imposed by the Board of Directors, disburse the funds of the Corporation and supervise, the investments of its funds, taking proper vouchers therefor;

(f) render to the Board of Directors, whenever the Board of Directors may require, an account of the financial condition of the Corporation; and

(g) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 8. ***Secretary.*** The Secretary will

(a) keep or cause to be kept in one or more books provided for the purpose, the minutes of all meetings of the Board of Directors, the committees of the Board of Directors and the stockholders;

(b) see that all notices are duly given in accordance with the provisions of these bylaws and as required by law;

(c) be custodian of the records and the seal of the Corporation and affix and attest the seal to all certificates for shares of the Corporation (unless the seal of the Corporation on such certificates will be a facsimile, as hereinafter provided) and affix and attest the seal to all other documents to be executed on behalf of the Corporation under its seal;

(d) see that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and

(e) in general, perform all, duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 9. ***Officers' Bonds or Other Security.*** If required by the Board of Directors, any officer of the Corporation will give a bond or other security for the faithful performance of his duties, in such amount and with such surety as the Board of Directors may require.

SECTION 10. ***Compensation.*** The compensation of the officers of the Corporation for their services as such officers will be fixed from time to time by the Board of Directors. An officer of the Corporation will not be prevented from receiving compensation by reason of the fact that he is also a director of the Corporation.

ARTICLE V
Stock Certificates and Their Transfer

SECTION 1. ***Stock Issuance.*** Unless otherwise voted by the stock-holders and subject to the provisions of the Certificate of Incorporation, the whole or any part of any unissued balance of the authorized capital stock of the corporation or the whole or any part of any unissued balance of the authorized capital stock of the corporation held in its treasury nay be issued, sold, transferred or otherwise disposed of by vote of the Board of Directors in such manner, for such consideration and on such terms as the Board of Directors may determine.

SECTION 2. ***Stock Certificates.*** Every holder of stock in the Corporation will be entitled to have a certificate, signed by, or in the name of the Corporation by, the Chairman of the Board or the President or a Vice President and by the Treasurer or the Secretary of the Corporation, certifying the number of shares owned by the holder in the Corporation. If the Corporation is authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restriction of such preferences and/or rights will be set forth in full or summarized on the face or back of the certificate which the Corporation will issue to represent such class or series of stock, provided that, except as otherwise provided in Section 202 of the General Corporation Law of the State of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the Corporation issues to represent such class or series of stock, a statement that the Corporation will furnish without charge to each stockholder who so requests the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

SECTION 3. ***Facsimile Signatures.*** Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

SECTION 4. ***Lost Certificates.*** The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in such sum as it may deem sufficient to indemnify it against any claim that may be made against the Corporation on account of the, alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

SECTION 5. ***Transfers of Stock.*** Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it will be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its records; provided, however, that the Corporation will be entitled to recognize and enforce any lawful restriction on transfer. Whenever any transfer of stock is made for collateral security, and not absolutely, it will be so expressed in the entry of transfer if, when the certificates are presented to the Corporation for transfer, both the transferor and the transferee request the Corporation to do so.

SECTION 6. ***Transfer Agents and Registrars.*** The Board of Directors may appoint or authorize any officer or officers to appoint, one or more transfer agents and one or more registrars.

SECTION 7. ***Regulations.*** The Board of Directors may make such additional rules and regulations, not inconsistent with these bylaws, as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation.

SECTION 8. ***Fixing the Record Date.*** In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights; or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which will not precede the date upon which the resolution fixing the record is adopted by the Board of Directors, and which will not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders will apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 9. ***Registered Stockholders.*** The Corporation will be entitled to recognize the exclusive right of a person registered on its records as the owner of shares of stock to receive dividends and to vote as such owner, will be entitled to hold liable for calls and assessments a person registered on its records as the owner of shares of stock, and will not be bound to recognize any equitable or other claim to or interest in such share or shares of stock on the part of any other person, whether or not it has express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VI
Indemnification of Directors and Officers

SECTION 1. ***General.*** The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including, attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. Derivative Actions. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, provided that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought will determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court will deem proper.

SECTION 3. ***Indemnification in Certain Cases.*** To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VI, or in defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. ***Procedure.*** Any indemnification under Sections 1 and 2 of this Article VI (unless ordered by a court) may be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections 1 and 2. Such determination will be made with respect to a person who is a director or officer at the time of such determination (a) by a majority vote of tie members of the Board of Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (b) by a committee of such members of the Board of Directors designated by majority vote of such directors, even though less than a quorum, or (c) if there are no such members of the Board of Directors, or if such members so direct, by independent legal counsel in a written opinion, or (d) by the stockholders.

SECTION 5. ***Advances for Expenses.*** Expenses incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it will be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VI.

SECTION 6. ***Right Not Exclusive.*** The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article VI will not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

SECTION 7. ***Insurance.*** The Corporation will have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VI

SECTION 8. ***Definition of Corporation.*** For the purposes of this Article VI, references to "the Corporation' include all constituent corporations absorbed in a consolidation or merger which, if its separate existence had continued would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise will stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

SECTION 9. ***Survival of Right.*** The indemnification and advancement of expenses provided by, or granted pursuant to this Article VI will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII
Restrictions on Transfer of Shares

SECTION 1. Offer to Sell. Except in the case of a sale to another stockholder of the Corporation, if at any time or from time to time a stockholder desires to sell, assigns transfer, or otherwise dispose of any of the shares of the Corporation, such stockholder shall give the Corporation written notice (the "Notice") of such proposed sale, transfer, assignment or other disposition. The Notice shall name the proposed transferee and shall specify the number of shares to be transferred, the purchase price per share, the terms of payment and all other terms and conditions of the proposed transfer. The Notice shall also be accompanied by the proposed instrument of transfer and the offer or proposed agreement of sale between such stockholder and the proposed transferee, which agreement shall require that the proposed transferee agree to abide by the provisions of these Bylaws upon the consummation of the purchase of such shares.

SECTION 2. ***Corporation's Right of First Refusal.*** For fifteen (15) days following the receipt of the Notice by the Corporation, the Corporation shall have the option and right to purchase the shares at the price and on terms no less favorable than stated in the Notice. Such option and right shall be exercised by the delivery of a written offer to the stockholder to purchase the shares on the terms required, which offer shall be accepted by the selling stockholder, and the closing of such purchase and sale shall take place within thirty (30) days after receipt by the stockholder of the written offer. If the foregoing option and right is not exercised, the Secretary of the Corporation shall, within fifteen (15) days following receipt by the Corporation of the Notice, cause a copy of the Notice to be delivered to each of the remaining stockholders. Any stockholder desiring to acquire all or any number of shares offered, shall, prior to the expiration of twenty-five (25) days following receipt by the Corporation of the Notice, deliver to the Corporation a written offer to purchase a specified number of shares at the price and on terms no less favorable than specified in the Notice.

SECTION 3. ***Proration of Offers.*** In the event the number of shares specified in such offers exceeds the number of shares subject to proposed transfer in accordance with the Notice, the Corporation shall allocate the number of shares to be sold among the offering stockholders in the same proportions as the number of shares theretofore owned by such offering stockholders bears to the total number of issued and outstanding shares exclusive of the shares proposed to be sold in accordance with the Notice. In the event the number of shares so allocated to an offering stockholder exceeds the number of shares specified in the offer of such stockholder, such excess of shares shall be allocated and reallocated among the remaining offering stockholders on the same principle until all such shares have been allocated to the offering stockholders in numbers not in excess of the number specified in such stockholders' offers.

SECTION 4. ***Sale of shares.*** If, within twenty-five (25) days following receipt by the Corporation of the Notice, offers are received under Article VII, Section 2 hereof to purchase shares equal to or in excess of the number of shares proposed to be transferred as specified in the Notice, the Corporation shall deliver, within thirty (30) days after the receipt by the Corporation of the Notice, written notice to that effect to the selling stockholder, The selling stockholder shall accept such offers to purchase, prorated if required pursuant to Article VII, Section 3 hereof, and the closing of such purchase and sale shall take place within thirty (30) days after receipt by the selling stockholder of the written offer.

SECTION 5. ***Termination of Offer.*** In the event offers are not received from the remaining stockholders to purchase all of the shares proposed to be transferred as specified in the Notice, as provided above, all such offers shall be void and said Notice shall terminate, and the stockholder desiring to make such disposition, may then, within ninety (9Q days of such termination, dispose of all of such shares to the proposed transferee named in the Notice, at the same price and upon the same tents and conditions specified in such Notice. In the event that such selling stockholder does not so dispose of such shares within said ninety (90) day period, such shares shall remain subject to all the provisions of these Bylaws as though the Notice had been given.

SECTION 6. ***Status of shares Purchased.*** Any of the shares purchased by the Corporation pursuant to this Article VII shall return to the status of authorized, but unissued, shares of the Corporation. Any shares purchased by any stockholders pursuant to this Article VII shall be treated as shares of such stockholders and shall continue to be subject to the provisions of these Bylaws.

ARTICLE VIII
General Provisions

SECTION 1. ***Dividends.*** Subject to the provisions of statute arid the Certificate of Incorporation, dividends upon the shares of capital stock of the Corporation may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, in property or in shares of stock of the Corporation, unless otherwise provided by statute or the Certificate of Incorporation.

SECTION 2. ***Reserves.*** Before payment of any dividend, theme may be set aside out of any funds of the Corporation available for dividends such sum or sums and the Board of Directors may, from time to time, in its absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation or for such other purpose as the Board of Directors may think conducive to the interest of the Corporation. The Board of Directors may modify or abolish any such reserves in the manner in which they were created.

SECTION 3. ***Seal.*** The seal of the Corporation will be in such form as is approved by the Board of Directors.

SECTION 4. ***Fiscal Year.*** The fiscal year of the Corporation will be fixed, and once fixed, may thereafter be changed, by resolution of the Board of Directors.

SECTION 5. ***Check, Notes, Drafts, Etc.*** All checks, notes, drafts or other orders for the payment of money of the Corporation will be signed, endorsed or accepted in the name of the Corporation by such officer, officers, person or persons as from time to time may be designated by the Board of Directors or by an officer or officers authorized by the Board of Directors to make such designation.

SECTION 6. ***Execution of Contracts, Deeds, Etc.*** The Board of Directors may authorize any officer or officers, agent or agents, in the name amid on behalf of the Corporation to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts and other obligations or instruments, and such authority may be general or confined to specific instances.

SECTION 7. Voting of Stock in Other Corporations. Unless otherwise provided by resolution of the Board of Directors, the Chairman of the Board or the President, from time to time, may (or may appoint one or more attorneys or agents to) cast the votes which the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose shares or securities may be held by the Corporation, at meetings of the holders of the shares or other securities of such other corporation. In the event one or more attorneys or agents are appointed, the Chairman of the Board or the President may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent. The Chairman of the Board or the President may, or may instruct the attorneys or agents appointed to, execute or cause to be executed in the name and on behalf of the Corporation and under its seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper in the circumstances.

ARTICLE IX
Amendments

These Bylaws may be amended or repealed and new Bylaws may be made at any annual meeting of the stockholders or at any special meeting thereof by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat. These Bylaws may also be amended or repealed by the Board of Directors.

Secretary's Certificate

The undersigned certifies that he is the duly elected, qualified and acting Secretary of KokiCare, Inc., a Delaware Corporation (the "Corporation") and that attached hereto is a complete and correct Copy of the Bylaws of the Corporation as duly adopted as of April 28, 2015 by the written consent of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have signed my name effective as of April 28, 2015.

/s/ Jason Lane *4/28/15*
Secretary

PROMISSORY NOTE

$10,000.00

Valencia, CA
June 15, 2015

FOR VALUE RECEIVED, **KokiCare, Inc.**, a Deleware Corporation (the "Maker") with address 26716 Via Colina, Valencia, CA 91381, hereby promises to pay to the order of **Georgia Lane**, an individual (the "Payee") with address 6292 Dumbeck Ave. NW, Albany, OR 97321, the sum of TEN THOUSAND DOLLARS ($10,000.00) (the "Principal Amount").

1. Interest. This Note shall bear interest at the rate of two percent (2%) per annum (the "Interest Rate") and shall compound monthly.

2. Payments.

(a) The Principal Amount of this Note, together with all interest accrued at the Interest Rate on the outstanding Principal Amount of this Note (the "Accrued Interest"), shall be payable to the Payee on or before June 15, 2017 (the "Maturity Date").

(b) Payments to the Payee shall be made by check at the address designated by the Payee or by wire transfer of immediately available funds at one or more bank accounts designated by the Payee.

3. Prepayments. The Maker shall be entitled to prepay all or a portion of the then outstanding Principal Amount of this Note, plus Accrued Interest, without the requirement that the Maker pay to the Payee any premium, penalty or other charge on account of such prepayment.

4. Miscellaneous.

(a) This Note may only be changed, amended or modified by written instrument.

(b) This Note is to be construed and enforced in all respects in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the Maker has caused these presents to be signed the day and year first above written.

By */s/ Jason Lane*
KokiCare, Inc.
Jason Lane, President

Heaton & Company, PLLC
240 North East Promontory, Suite 200
Farmington, Utah 84025

Kristofer Heaton, CPA
William R. Denney, CPA

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Kokicare, Inc.
26716 Via Colina
StevensonSofia, Bulgaria, 1000

We hereby consent to the incorporation of our report dated September 28, 2015, with respect to the financial statements of Kokicare, Inc. for the period from April 24, 2015 (inception) through June 30, 2015, the Registration Statement of Kokicare, Inc. on Form S-1/A Amendment No. 1 to be filed on or about December 10, 2015. We also consent to the use of our name and the references to us included in the Registration Statement.

/s/ Heaton & Company, PLLC

Heaton & Company, PLLC
Farmington, Utah
December 10, 2015

240 N. East Promontory
Suite 200
Farmington, Utah
84025

(T) 801.218.3523

heatoncpas.com