

**ANNUAL REPORT FOR THE PERIOD ENDING DECEMBER 31, 2015**  
**CODE GREEN APPAREL CORP**

---

**1) Name of the issuer and its predecessors (if any)**

Code Green Apparel Corp (the “Company”)

**2) Address of the issuer’s principal executive offices**

Company Headquarters

31642 Pacific Coast Highway, Suite 102  
Laguna Beach, CA 92651  
Phone: 214 497 9433

Email: [george@codegreenapparel.com](mailto:george@codegreenapparel.com)

Website: [www.CodeGreenApparel.com](http://www.CodeGreenApparel.com)

IR Contact  
None

**3) Security Information**

Trading Symbol: CGAC

Exact title and class of securities outstanding:

**Common Stock**

CUSIP: 19189Y 10 8

Par or Stated Value: 0.001

Total shares authorized:	1,000,000,00	as of: April 6, 2016
Total shares outstanding	371,349,646	as of: April 6, 2016

**Preferred Stock**

Par or Stated Value: 0.001

Preferred shares Authorized:	10,000,000	as of: April 6, 2016
Series A Convertible Preferred shares outstanding	1,000	as of: April 6, 2016
Series B Convertible Preferred shares outstanding	65,000	as of: April 6, 2016

## Transfer Agent

American Registrar & Transfer Co  
342 East 900 South  
Salt Lake City, UT 84111  
Phone (801) 363-9065

Is the Transfer Agent registered under the Exchange Act?\* ☒ Yes:    No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:  
None

Describe any trading suspension orders issued by the SEC in the past 12 months.  
None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On May 15, 2015, the Company amended its articles of incorporation with the Secretary of State of Nevada to change the name of the corporation from J.D. Hutt Corp to Code Green Apparel Corp. Additionally, the Company increased the amount of the Common Stock authorized for issuance to 1,000,000,000, par value \$0.001 per share, and authorized 10,000,000 shares of Preferred Stock, par value \$0.001 per share.

## **4) Issuance History**

On April 26, 2014, the Company approved an issuance of 100,865,016 shares to its President, CEO and sole board member George J. Powell, III, in connection with his employment agreement.

On September 22, 2014, the Company issued 400,000 shares of its common stock in consideration for \$10,000 in cash.

On September 23, 2014, the Company issued 390,000 shares of its common stock in consideration for \$10,000 in cash.

On March 6, 2015, the Company issued 1,000,000 shares of its common stock in consideration for \$10,000 in cash.

On March 10, 2015, the Company issued 2,610,000 shares of its common stock in consideration for \$25,000 in cash.

On March 31, 2015, the Company issued 400,000 shares of its common stock in consideration for \$10,000 in cash.

During the 1<sup>st</sup> Quarter 2015, the Company issued a total of 6,904,760 shares of common

stock in connection with the conversion of \$50,000 of convertible notes payable to various third party investors.

On April 2, 2015, the Company entered into a subscription agreement with a 3<sup>rd</sup> party investor to purchase 100,000,000 shares of the company's common stock for an aggregate purchase price of \$1,000,000 in cash and in accordance with the following investment schedule: \$250,000 on or about April 1, 2015, \$250,000 on or about July 1, 2015, \$250,000 on or about October 1, 2015, and \$250,000 on or about January 1, 2016. The agreement further allows for the investor to purchase an additional 100,000,000 shares for an additional \$1,000,000 in cash at the investor's sole discretion and in accordance with the following investment schedule: \$500,000 on or about July 1, 2016 and \$500,000 on or about October 1, 2016. In the event the investor misses any of the aforementioned investment payments in accordance with the funding schedules, the investor will not be allowed to purchase any additional shares at the price of \$.01 per share. However, the investor may elect to accelerate the purchase the investment shares ahead of the proposed schedule at his sole discretion.

To date, the investor has been issued 25,000,000 shares in consideration for his first \$250,000 investment on April 2, 2015, 25,000,000 shares in consideration for his second \$250,000 investment on June 19, 2015, and 25,000,000 shares in consideration for his third \$250,000 investment on September 10, 2015.

On May 15, 2015, the Circuit Court of the Twelfth Judicial Circuit in and for Sarasota County, Florida (the "Court") entered an Order Granting Approval of Settlement Agreement and Stipulation (the "Order") in the matter titled JPM Capital Advisors, LLC ("JPM") v. J.D Hutt Corporation. The Order and the Stipulation for Settlement of Claims, dated May 13, 2013, between the Company and JPM (the "Stipulation"), provides for the full and final settlement of JPM's \$530,000 claim against the Company in connection with past due amounts in connection with consulting fees and a Convertible Promissory Note owed to JPM (the "Claim").

Pursuant to the terms of the Order and Stipulation, the Company is required to initially issue and deliver to JPM, in one or more tranches as necessary, shares of Common Stock sufficient to satisfy the Claim at a fifty percent (50%) discount to market and based on the market price during the preceding twenty (20) days and free of restrictive legend pursuant to Section 3(a)(10) of the Securities Act (the "Settlement shares"). Further, the Company issued to JPM on May 18, 2015 Five Million (5,000,000) shares of Common Stock free of restrictive legend pursuant to Section 3(a)(10) of the Securities Act as a settlement fee.

On May 22, 2015, the Company issued to its CEO, George J. Powell, III, 1,000 shares of Series A Preferred Stock as Mr. Powell did not receive any of his compensation due to him under his employment agreement dated April 26, 2014.

On June 9, 2015, the Company issued 1,000,000 shares of its common stock in connection with a stock subscription agreement and received \$10,000.

On June 29, 2015, the Company issued 25,000,000 shares of its common stock in

connection with a stock subscription agreement and received \$250,000.

On September 5, 2015, the Company issued 6,666,666 shares of its common stock in connection with a stock subscription agreement and received \$100,000.

On September 28, 2015, the Company issued 25,000,000 shares of its common stock in connection with a stock subscription agreement and received \$250,000.

During the nine months ended September 30, 2015, the Company issued 8,150,000 shares of common stock in payment of services received valued at \$119,000.

During the nine months ended September 30, 2015, the Company issued 14,660,440 shares of common stock in payment of \$173,500 of principal related to the convertible debt.

On December 3, 2015, JPM Capital Advisors, LLC converted \$100,000 of its convertible promissory note into 10,000,000 shares of the Company's common stock. The shares were issued free of restrictive legend pursuant to Section 3(a)(10) of the Securities Act and pursuant to The Order and the Stipulation for Settlement of Claims, dated May 13, 2015, between the Company and JPM.

On December 7, 2015, the Company entered into an Exchange Agreement (the "Exchange") with its shareholder, Dr. Eric H. Scheffey, whereby Dr. Scheffey exchanged forty million (40,000,000) shares of the Company's restricted common stock for 40,000 shares of the Company's Series B Convertible Preferred Stock.

On December 7, 2015, the Company entered into a Subscription Agreement with its shareholder, Dr. Eric H. Scheffey, whereby Dr. Scheffey subscribed to purchase 125,000 shares of the Company's restricted Series B Convertible Preferred Stock at a purchase price of \$10 per share, or an aggregate price of \$1,250,000, which funds Dr. Scheffey agreed to provide to the Company pursuant to a payment schedule as follows: \$250,000 on or before January 1st 2016, \$500,000 on or before July 1st 2016, and \$500,000 on or before January 1st 2017. This Subscription Agreement replaced and superseded the Subscription described above.

On December 15th, 2015, JPM Capital Advisors, LLC converted \$112,500 of its convertible promissory note into 15,000,000 shares of the Company's common stock. The shares were issued free of restrictive legend pursuant to Section 3(a)(10) of the Securities Act and pursuant to The Order and the Stipulation for Settlement of Claims, dated May 13, 2015, between the Company and JPM.

On January 4, 2016, the Company sold 25,000 shares of its restricted Series B Convertible Preferred Stock to Dr. Scheffey in connection with the Subscription Agreement as dated December 7, 2015 and received \$250,000.

On January 10, 2016, the Company issued 10,000,000 shares of its restricted common

stock to its President and CEO, George J. Powell, III as a bonus in consideration for his efforts throughout the 2015 fiscal year. The shares had a fair market value of \$30,000.

On January 10, 2016, the Company issued 10,000,000 shares of its restricted common stock to its newly appointed Director and COO, Thomas Witthuhn, as a signing bonus for his appointment to the Company's board of directors. The shares had a fair market value of \$30,000.

On January 10, 2016, the Company issued 5,000,000 shares of its restricted common stock to Anubis Capital Partners as a bonus and in consideration for strategic advisory services rendered throughout the 2015 fiscal year. The shares had a fair market value of \$15,000.

## **5) Financial Statements**

The financial statements have been prepared in house and subsequently audited by K. Brice Toussaint, a PCAOB certified CPA, for the fiscal years ended 2014 and 2015. These Financial Statements are filed on the OTC Market, Inc.'s public website and are incorporated herein by reference.

## **6) Describe the Issuer's Business, Products and Services**

### **A. a description of the issuer's business operations;**

The Company is engaged in the business of manufacturing, selling, marketing and outfitting companies of all sizes and industries with eco-friendly apparel made from recycled textiles. The corporate apparel market encompasses a wide variety of apparel products and accessories ranging from customized uniforms to caps, t-shirts and aprons. We believe that many of these companies are actively seeking ways to incorporate being more environmentally friendly into their company and would entertain mandating that all uniforms be manufactured from recycled fabrics. As all of our products are eco-friendly, our strategy is to emphasize the sustainability features while at the same time providing our products at market competitive rates.

Code Green reduces the environmental impact of the apparel industry by designing, manufacturing and distributing apparel products from eco-friendly and sustainable textiles. It supports both the uniform needs and sustainability initiatives of companies worldwide, by offering a complete line of recycled apparel in the form of T-shirts, hats, polo shirts, pants, shorts, aprons, jackets and accessories. In addition, the company fulfills recycled clothing needs for organizations of all sizes hosting promotional, fundraising and special events. Its apparel collection is also available to distributors and screen printers through its wholesale distribution channel.

### **B. Date and State (or Jurisdiction) of Incorporation: 2007– Nevada**

### **C. The issuer's primary and secondary SIC Codes; 5699, miscellaneous apparel and accessories**

- D. The issuer's fiscal year end date;  
December 31
- E. Principal products or services, and their markets;  
Corporate Apparel

**7) Describe the Issuer's Facilities**

We currently lease a 1,290 square foot office space located at 31642 Pacific Coast Highway, Suite 102, Laguna Beach, CA 92651. Our lease term is 5 years and our monthly base rent is \$3,438 per month. Management believes this facility is appropriate for our current needs. However, we do seek to expand at reasonable cost if our business required us to do so.

**8) Officers, Directors, and Control Person**

George J. Powell, III,  
President and CEO; Director

Thomas H. Witthuhn  
Chief Operating Officer; Director

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

C. Beneficial Shareholders.

Name and Address	Number of Shares of Common Stock Beneficially Owned	Percentage of Common Stock Beneficially Owned (1)	Number of Shares of Series A Preferred Stock Beneficially Owned	Percentage of Series A Preferred Stock Beneficially Owned (2)	Number of Shares of Series B Convertible Preferred Stock Beneficially Owned	Percentage of Series B Convertible Preferred Stock Beneficially Owned (3)	Total Voting Shares Beneficially Owned	Percent of Total Voting Shares (4)
<b>Executive Officers and Directors</b>								
George J Powell III	89,115,016	24.0%	1,000 (5)	100%	-	-	494,908,478 (7)	62.2%
Thomas H. Witthuhn	10,000,000	2.7%	-	-	-	-	10,000,000	1.3%
<b>All Executive Officers and Directors as a group (2 persons)</b>	<b>99,115,016</b>	<b>26.7%</b>	<b>1,000</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>504,908,478</b>	<b>63.5%</b>
<b>Greater than 5% Stockholders</b>								
Dr. Eric H. Scheffey 1 Elm Street Denver, CO 80220	35,000,000	9.4%		-	65,000 (6)	100%	53,530,347 (8)	6.7%

**9) Third Party Providers**

Legal Counsel

Aaron D. McGeary  
The McGeary Law Firm, P.C.  
1600 Airport Fwy.  
Suite 300 Bedford, Texas 76022

Accountant or Auditor

K. Brice Toussaint  
100 Crescent Court, Suite 700  
Dallas, TX 75201

Investor Relations Consultant

None

Other Advisor

Anubis Capital Partners

Attn: Casey Jensen  
2550 Midway Road, Suite 198  
Carrollton, TX 75006

**10) Issuer Certification**

I, George J. Powell, III certify that:

1. I have reviewed this initial disclosure statement of Code Green Apparel, Corp;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date April 12, 2016

/S/ George J. Powell, III  
President, CEO and Director

I, Thomas H. Witthuhn, certify that:

1. I have reviewed this initial disclosure statement of Code Green Apparel, Corp;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date April 12, 2016

/S/ Thomas H. Witthuhn  
Chief Operating Officer and Director