

**Annual Disclosure Report**

**Prepared in accordance with OTC Pink Basic Disclosure Guidelines**

**ORGHARVEST, INC.**

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### **1. Name of Issuer and predecessor**

The Company was incorporated on September 2, 1997 in the state of Delaware as 1-800 AutoTow, Inc. On September 15, 2006, the Company changed its name to Home Shopping Latino, Inc. On May 14, 2018 the Company's name was changed to OrgHarvest, Inc.

### **2. Address of the issuer's principal executive offices**

The Company's principal executive offices are located at 774 Mays Blvd., 10-536 Incline Village, Nevada, 89451. The telephone number is 310-460-8426 and email is [info@orgharvest.us](mailto:info@orgharvest.us) and its website is [www.orgharvest.us](http://www.orgharvest.us)

### **3. Security Information**

Trading Symbol: ORGH

Security Traded: Common Stock

CUSIP: 43735R201

Par Value: \$0.001

Total shares authorized: 500,000,000 as of December 31, 2018

Total common shares outstanding: 43,138,162 as of December 31, 2018.

There were 10,000,000 Preferred shares authorized at December 31, 2018.

CUSIP: 43735R303

No Preferred shares are issued and outstanding.

#### **Transfer Agent:**

ClearTrust, LLC

16540 Pointe Village Drive

Suite 205

Lutz, FL 33558

This transfer Agent is registered under the Exchange Act

#### **Restriction on the transfer of security.**

None.

**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:**

None

### **4. Issuance History**

On May 1, 2017 the following restricted common shares were cancelled for the following reasons.

1. 60,000 common shares for non-payment pursuant to a subscription agreement on May 1, 2017.
2. 25,000 common shares for non-payment pursuant to a subscription agreement on May 1, 2017.
3. 40,000,000 restricted common shares that were in escrow were cancelled in that a transaction failed to close.

On May 1, 2017, 860,000 restricted common shares were issued to the following shareholders pursuant to a 506 private placement. The consideration was \$0.047 per share and the investors are residents of California.

- |                               |         |
|-------------------------------|---------|
| 1. James W. Adams             | 425,000 |
| 2. Dean A. Ruffridge          | 335,000 |
| 3. Dean S. and Patricia Cohen | 100,000 |

On August 16, 2018 the Company filed a Regulation A Offering Statement under the Securities Act of 1933, which is incorporated by reference.

On September 26, 2018 the Company filed a Notice of Qualification regarding Regulation 1-A, which is incorporated by reference.

No shares were issued during the fiscal year ended December 31, 2018

## **5. Financial Statements**

Previously filed and incorporated by reference are the following unaudited financial statements.

- A. Balance Sheet (Unaudited) for year-end December 31, 2018
- B. Statement of Operations (Unaudited) for year-end December 31, 2018, 2017 and January 1, 2001 (Entrance of Development Stage) through December 31, 2018
- C. Statement in Changes in Stockholders Deficit
- D. Statement of Cash Flows (Unaudited) for year-end December 31, 2017, 2018 and January 1, 2001 (Entrance of Development Stage) through December 31, 2018
- E. Notes to Unaudited Financial Statements for year-end December 31, 2018 and 2017

The financial statements pursuant to this item have been prepared in accordance with US GAAP by a CPA with sufficient financial skills.

## **6. Description of Issuer's Business, Products and Services**

#### Description of the issuer's business operations

OrgHarvest, Inc. The company has plans to become leader in recreational marijuana industry of USA and provide high-quality cannabis to retail marijuana stores, manufacturing and other cultivation facilities in Las Vegas, Reno and the surrounding areas. The company will not only strive to provide high-quality cannabis but also produce it in the most sustainable manner.

The ability of the Company to succeed is dependent on the successful execution of Management's plans, further implementation of its business plan and continuing to raise funds through debt or equity financings. The Company will likely need to rely upon debt or equity financing in order to ensure the continuing existence of the business.

The filed unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Issuer's primary and secondary SIC Codes are 7922 and 7812

The Issuer's year end date is December 31.

Date and State (or Jurisdiction) of Incorporation:  
September 2, 1997, Delaware

### **7. Description of the Issuer's Facilities**

The offices of the Company are located at 774 mays Blvd.,10-536 Incline Village, Nevada, 89451 a property owned by the CEO.

The telephone number is 310-460-8426 and email is [info@orgharvest.us](mailto:info@orgharvest.us)

### **8. Officers, Directors and Control Persons**

The Company's sole officer and directors are as follows

**Frank Celecia Director and Chief Executive Officer** has served as the Chief Executive Officer and director of the Company since September 2006. Mr. Celecia founded and served as the Chief Executive Officer of RudeHoney Design Group, a film production company, from September 1999 to July 2005. During Mr. Celecia's time at RudeHoney he supervised sales staff and brought the company from a start-up to \$10,000,000 in sales. RudeHoney provided branding animation for TV Networks, Cable channels, TV shows, the Grammy Awards, the Oscars, and the Super Bowl. In the early 1990's, Mr. Celecia was the Chief Executive Officer of Vidcom Post, Inc., a Nasdaq-listed company, whose clients included Sony Pictures, Disney, NBC, CBS, NBC and Columbia Pictures. Mr. Celecia has served as a member of the International Television Society, and is a current member of the National Association of Broadcasters, Who's Who in American Industry, Broadcast Design Association, and Promax. Mr. Celecia's background in general management, finance/administration, strategic planning, financial planning and analysis,

procurement operations, telecommunications make him an excellent member of our management team and board of directors. Mr. Celecia received his Bachelor of Arts degree from the New York Institute of Technology and served aboard the USS Forrestal CVA 59 in the United States Navy, as well as in the Vietnam war, during which time he was awarded a bronze star, which is a United States decoration awarded to members of the United States Armed Forces for either heroic achievement, heroic service, meritorious achievement, or meritorious service in a combat zone.

#### **James Adams, Director**

After serving as Controller for one of Waste Management, Inc.'s largest hauling sites and landfills for 7 years, Mr. Adams was promoted to Business Improvement Manager on the regional level in 2001. Upon leaving Waste Management, Inc. in 2003, Mr. Adams started James W. Adams and Associates, a consulting firm specializing in working with waste companies in California to recover Fuel Tax Credits from the state. Mr. Adams received his Bachelor of Science degree in Business Administration from Woodbury University in 1972. Mr. Adams also participated in the Presidential Key Executive Master's Program at Pepperdine University in 2005.

#### **Dean Cohen, Director**

Dr. Cohen is a board-certified family physician. Dr. Cohen partnered with Family Care Associates, in Port St. Lucie, Florida in 1990 and played a key role in improving the quality of care by the medical group, serving as head of quality assurance, medical review officer and was responsible for the training and oversight of mid-level medical providers. In 1997, Family Care Associates was sold to Martin Memorial Health Systems, at which time Dr. Cohen served on the executive committee. In 2006, Dr. Cohen left Martin Memorial Health Systems and ventured into hospitalist medicine, caring exclusively for hospitalized patients. Dr. Cohen served as a physician leader in the Clinical Transformation Committee, that developed, implemented and oversaw the successful transformation of Albermarle Hospital from paper to electronic medical records in 2012. In addition to his medical pursuits, Dr. Cohen was president of 3D Management, a real estate management company from 1997 to 2017. He remains a managing partner in DESO Properties an international real estate investment corporation, since its inception in 2005. Mr. Cohen received his Bachelor of Science degree, summa cum laude, from Loyola University of Chicago. He received his medical degree, with honors, from the Chicago College of Osteopathic Medicine.

#### **Dean Ruffridge, Director**

Mr. Ruffridge has served as a director of the Company since April 2018. Mr. Ruffridge is currently the Senior Vice President of CR&R Environmental Services in the trash and waste management services based in Southern California since July 2002. Mr. Ruffridge has worked for CR&R Environmental Services since 1986. Responsible for acquiring and maintaining over 50 municipal franchise agreements, he has intimate knowledge of municipal solid waste programs as well as public sector business issues. With over 30 years in business, including owner of his own liquid waste company and as Vice president for 19 years of the largest publicly held solid waste company in the United States, Mr. Ruffridge has deep insight into all aspects of business activities. Having formed intimate associations with business associates and clients from many levels of decisions making, Mr. Ruffridge will assist in product marketing and formatting long lasting relationships within the cannabis industry. Mr. Ruffridge received his Bachelor of

Bachelor of Science degree from Iowa State University in Urban Planning, and his master's degree from the University of Southern California in Public Administration.

Legal/Disciplinary History  
None

Control Person. Frank Celecia (60%) Joanne Celecia (15%) 774 Mays Blvd,10-536, Incline Village Nevada, 89451.

**Legal/Disciplinary History.**  
None

**Beneficial Shareholders.** Frank Celecia and Joanne Celecia 774 Mays Blvd,10-536, Incline Village Nevada, 89451.

The following table sets forth, as of December 31, 2018, information about the beneficial ownership of our capital stock with respect to each person known by [Orgharvest, Inc.](#) to own beneficially more than 5% of the outstanding capital stock, each director and officer, and all directors and officers as a group

Beneficial Ownership			
Name	Owned	Class	%
Frank Celecia 774 Mays Blvd, 10-536 Incline Village Nevada 89541	12,562,377	Common	29%
Frank Celecia Joanne Celecia TTEE 774 Mays Blvd, 10-536 Incline Village Nevada 89541	13,000,000	Common	30%
Joanne Celecia 774 Mays Blvd, 10-536 Incline Village Nevada 89541	6,435,680	Common	15%

## 9. **Third Party Providers**

Legal Counsel  
Carl P. Ranno

2733 East Vista Dr.  
Phoenix, AZ 85032  
602.493.0369  
[carlranno@cox.net](mailto:carlranno@cox.net)

Other Advisors

Ashok Kumar Sharma  
QBO ProAdvisor  
CPAI Consultant  
12 Saraswati Road  
Jaipur, India

Investor Relations Consultant  
Daren Hayes  
Abundance Capital Solutions  
604 773 7212  
Dare4425@gmail.com

**10. Issuer Certification**

I, Frank Celecia, certify that:

1. I have reviewed this annual disclosure statement of [Orgharvest, Inc.](#);
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, considering the circumstances under which such statements were made, not misleading with respect to the period covered by this initial disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included 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 annual disclosure statement.

Date: March 13, 2019

/s/ Frank Celecia  
Frank Celecia, President, CEO