# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines 

## Pervasip Corp.

$\frac{\frac{2660 \text { Willamette Dr NE }}{\text { Lacey, WA 98516 }}}{\frac{\text { www.pervasip.net }}{}}$| $\frac{\text { info@pervasip.net }}{\text { SIC Code: } 2833}$ |
| :---: |


| Quarterly Report |
| :---: |

For the Period Ending: August 31, 2021
(the "Reporting Period")

As of August 31, 2021, the number of shares outstanding of our Common Stock was: $4,829,231,963$.

As of May 31, 2021, the number of shares outstanding of our Common Stock was: 5,496,231,963.

As of November 30, 2020, the number of shares outstanding of our Common Stock was: 4,778,006,249.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes:No: $\boxtimes$

Indicate by check mark whether the company's shell status has changed since the previous reporting period:
Yes:No: $\boxtimes$

Indicate by check mark whether a Change in Control ${ }^{1}$ of the company has occurred over this reporting period:
Yes:No: $\boxtimes$

[^0]
## 1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Pervasip Corp. (the "Company") was incorporated in New York on July 22, 1964 as Sirco Products Co. Inc. On March 20, 1969, the Company changed its name to Sirco International Corp. On November 16, 1999, the Company changed its name to eLEC Communications Corp. On December 31, 2007, the Company changed its name to Pervasip Corp.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company is active and in good standing in the state of New York, where it incorporated on July 22,1964

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

## 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:

Effective September 1, 2021, the Company executed a tax-free merger within the meaning of Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended, with Artizen Corporation, a Delaware corporation, to acquire 100\% of the issued and outstanding equity of Artizen Corporation. On September 1, 2021, the Company also divested three subsidiaries, AVI Holding Corp., TelcoSoftware.com Corp. and Transcendence Age Corp. These subsidiaries had no revenue.

The address(es) of the issuer's principal executive office:

## The Company's principal executive office is 2660 Willamette Dr NE, Lacey, WA 98516.

The address(es) of the issuer's principal place of business:
Check box if principal executive office and principal place of business are the same address: $\boxtimes$

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:
No: $\boxtimes$

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

None

## 2) Security Information

| Trading symbol: | $\frac{\text { PVSP }}{\text { Common Stock }}$ |
| :--- | :--- |
| Exact title and class of securities outstanding: | $\frac{\underline{715709200}}{\text { CUSIP: }}$$\underline{\$ 0.00001 \text { per share }}$ <br> Par or stated value: |
| Total shares authorized: $\underline{8,978,999,990}$ as of date: <br> Total shares outstanding: $\underline{4,829,231,963}$ as of date: <br> Number of shares in the Public Float ${ }^{2}:$ $\underline{3,454,990,623}$ as of date: $\underline{08 / 31 / 2021}$ <br> Total number of shareholders of record: $\underline{307}$ as of date: $\underline{08 / 31 / 2021}$ |  |

All additional class(es) of publicly traded securities (if any):
Trading symbol: $\underline{\text { None }}$
Exact title and class of securities outstanding:
CUSIP:
Par or stated value:
Total shares authorized: $\quad$ __ as of date:
Total shares outstanding:
as of date: $\qquad$

## Transfer Agent

Name: Worldwide Stock Transfer, LLC
Phone: 201-820-2008
Email: cg@wwstr.com
Address: 1 University Plaza Suite 505 Hackensack, NJ 07601

Is the Transfer Agent registered under the Exchange Act? ${ }^{3}$ Yes: $\boxtimes \quad$ No:

## 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

## A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

[^1]


Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

| Date of Note Issuance | Outstanding <br> Balance (\$) | Principal Amount at Issuance (\$) | Interest Accrued (\$) | Maturity Date | Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares) | Name of Noteholder (entities must have individual with voting / investment control disclosed). | Reason for Issuance (e.g. Loan, Services, etc.) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 04/14/2011 | \$50,000 | \$50,000 | \$123,156 | $\begin{aligned} & \hline \text { On } \\ & \text { Demand } \end{aligned}$ | \$. 0025 per share | Paul Riss | Loan |
| 05/31/2011 | \$140,000 | \$140,000 | \$18,986 | 11/30/19 | \$.0025 per share | Paul Riss | Loan |
| 01/23/2014 | \$115,000 | \$120,000 | \$70,510 | 10/25/15 | $30 \%$ discount to market per share | Patrick Cahill | Loan |
| 02/15/2013 | \$142,500 | \$250,000 | \$20,750 | 12/31/22 | \$0.001 per share | Mammoth Corporation, Brad Hare, President | Loan |

Use the space below to provide any additional details, including footnotes to the table above:

## 4) Financial Statements

A. The following financial statements were prepared in accordance with:
$\boxtimes$ U.S. GAAPIFRS
B. The financial statements for this reporting period were prepared by (name of individual) ${ }^{4}$ :

| Name: | Paul H. Riss |
| :--- | :--- |
| Title: | CEO and CFO |
| Relationship to Issuer: | Officer |

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.
C. Balance Sheet;

[^2]D. Statement of Income;
E. Statement of Cash Flows;
F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
G. Financial notes; and
H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

The Company's quarterly unaudited consolidated financial statements for the nine-month periods ended August 31, 2021 and 2020 are incorporated by reference and were posted on OTCIQ.com on October 15, 2021.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

## 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:
A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company generates revenue by providing consulting, management, staffing, leasing and support services. It is a diversified asset management company that was founded to acquire, develop, and support companies and technologies in the emerging cannabis industry
B. Please list any subsidiaries, parents, or affiliated companies.

The Company owns Artizen Corporation, which is the owner of Zen Asset Management LLC, which operates four grow facilities and one processing facility in the state of Washington. Affiliates are Zen IP Holdings LLC, Artizen Group LLC, Cascadia Growers Association LLC, KMH Housing LLC and Pacala LLC.
C. Describe the issuers' principal products or services.

Beginning September 1, 2021, the Company's primary operation generates revenues by providing leasing, licensing, management, staffing, and supplies to cannabis production facilities. It specializes in commercial indoor growing, with state-of-the-art water filtration and heating systems and light technology that allows for high levels of photosynthetic energy. For the nine months ended August 31, 2021, the principal products have been advertising and consulting services provided to publicly traded companies.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

All of the leases, assets, properties or facilities are owned or managed by Artizen Corporation. In the state of Washington, their existing clients operate cultivation and processing facilities, totaling over 120,000 square feet, and are located in Lacey, Port Townsend, Tacoma, and Tumwater. The Company's headquarters and registered address is 2660 Willamette Dr NE, Lacey, WA 98516.

The Lacey facility is comprised of 75,000 square feet and has been leased since 2015 . The cultivation and processing operations are housed in 50,000 square feet of the building, allowing the company to expand its canopy and operations when feasible. All fulfillment and wholesale sales are centered at this location.

Current cultivation operations at the Tacoma facility take place in the 40,000 square foot lower-level unit. The company is assessing multiple business opportunities, including cannabis cultivation and/or processing operations to fill a vacant unit. Both units are under a long-term lease through 2030.

As the third of three indoor cultivation facilities, the Tumwater facility totals 25,900 square feet. Leased and operating since 2016, this facility is under lease through 2026.

The Port Townsend facility, consisting of multiple outdoor light deprivation greenhouses, was purchased by Artizen three years after completion of full construction in 2015. The property is over 38,000 square feet, with plans for canopy expansion within the property as one of the company's short-term goals.

All equipment and machinery at each of the four facilities are owned by the company.

## 7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning $5 \%$ of more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.

| Name of Officer/Director or Control Person | Affiliation with <br> Company (e.g. <br> Officer Title <br> /Director/Owner of more than 5\%) | Residential Address (City / State Only) | Number of shares owned | Share type/class | Ownership <br> Percentage of Class Outstanding | Note |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Paul H. Riss | CEO | White Plains, NY | 189,257,712 | common | 3.4\% | - |
| Paul H. Riss | CEO | White Plains, NY | 10 | Series E Preferred | 100\% | Series E stock has voting control |
| Paul H. Riss | CEO | White Plains, NY | 10,000,000 | Series F <br> Preferred | 100\% | - |
| Paul H. Riss | CEO | White Plains, NY | 10,000,000 | Series G <br> Preferred | 100\% | - |

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 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
B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

## None

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

## Securities Counsel

| Name: |  |
| :--- | :--- |
| Firm: | Jonathan L. Endman |
| Address 1: | Jonathan L. Endman , Esq. |
| Address 2: | 2759 Burkshire Ave, |
| Phone: | Los Angeles, CA 90064-3513 |
| Email: | 818-481-7829 |
|  | jendman@msn.com |

Accountant or Auditor

| Name: |  |
| :--- | :--- |
| Firm: |  |
| Address 1: | $=$ |
| Address 2: | $=$ |
| Phone: | $=$ |
| Email: |  |

Investor Relations
Name:
Firm:
Address 1:
Address 2:
Phone:
Email:
Other Service Providers
Provide the name of any other service provider(s) that that assisted, advised, prepared or provided information with respect to this disclosure statement. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name:
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

## 10) Issuer Certification

## Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:
I, Paul H. Riss certify that:

1. I have reviewed this quarterly disclosure statement of Pervasip 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.

10/15/2021
/s/ Paul H. Riss
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

## Principal Financial Officer:

I, Paul H. Riss certify that:

1. I have reviewed this quarterly disclosure statement of Pervasip 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.

10/15/2021
/s/ Paul H. Riss
(Digital Signatures should appear as "/s/ [OFFICER NAME]")


[^0]:    1 "Change in Control" shall mean any events resulting in:
    (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent ( $50 \%$ ) or more of the total voting power represented by the Company's then outstanding voting securities;
    (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
    (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
    (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent ( $50 \%$ ) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

[^1]:    2 "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.
    ${ }^{3}$ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

[^2]:    ${ }^{4}$ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

