

PERVASIP CORP
Form 8-K
December 19, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **December 13, 2013**

PERVASIP CORP.

(Exact name of registrant as specified in its charter)

New York
(State or other

000-04465

13-2511270

jurisdiction of incorporation)

(Commission File No.) (I.R.S. Employer Identification No.)

430 North Street

White Plains, NY 10601

(Address of principal executive offices)

(914) 620-1500

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13-4(e) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Amendment to Articles of Incorporation

On December 13, 2013 the State of New York accepted an amendment to the Pervasip Corp's Articles of Incorporation to increase its authorized common stock from eight hundred million (800,000,000) to one billion five hundred million (1,500,000,000) shares of common stock, par value \$0.001 per share.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1* Amendment to the Articles of Incorporation, dated December 13, 2013

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PERVASIP CORP.

Date:

December 19, 2013 By: */s/ Paul H. Riss*

Name: Paul H. Riss
Title: Chief Executive Officer

Exhibit 3.1

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PERVASIP CORP.

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is Pervasip Corp. The name under which the corporation was formed is Sirco Products Co. Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on July 22, 1964.

THIRD: The amendment to the certificate of incorporation effected by this certificate of amendment is as follows:

The Company currently has authorized 800,000,000 shares of common stock, par value \$.001 (the "Common Stock") of which 799,499,997 shares of Common Stock are issued and outstanding.

The Company currently has authorized 1,000,000 shares of preferred stock, par value \$.001 (the "Preferred Stock") of which 51 shares of Preferred Stock are issued and outstanding.

The Company is adding an additional seven hundred million (700,000,000) shares of Common Stock.

FOURTH: To accomplish the foregoing amendment, Article FOURTH of the certificate of incorporation is hereby amended and restated as follows:

FOURTH: A. Authorized Shares. The total number of shares of all classes of stock which the corporation shall have the authority to issue is One Billion Five Hundred One Million (1,501,000,000), of which One Billion Five Hundred Million (1,500,000,000) shall be common stock, par value \$.001 per share, and One Million (1,000,000) shall be preferred stock, par value \$.001 per share.

B. Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share of common stock held by such holder. There shall be no cumulative voting rights in the election of directors. Subject to any preferential rights of preferred stock, the holders of shares of common stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the corporation which are by law available therefor, dividends

payable either in cash, in property, or in shares of common stock.

C. Preferred Stock. The preferred stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly vested with the authority to fix by resolution or resolutions the designations and powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation, the voting powers, if any, the dividend rate, the conversion rights, the redemption price, or the liquidation preference, of any series of preferred stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series. The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

FIFTH: The manner in which the foregoing amendment of the certificate of incorporation was authorized is as follows:

The Board of Directors duly authorized the foregoing amendment by unanimous written consent in lieu of a special meeting of the Board of Directors on October 7, 2013. The holders of a majority of the total voting power of all issued and outstanding voting capital of the Corporation subsequently authorized the amendment by written consent on October 7, 2013.

IN WITNESS WHEREOF, we have subscribed this document on December 5, 2013 and do hereby affirm under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

PERVASIP CORP.

Date:

December 19, 2013 By: */s/ Paul H. Riss*

Name: Paul H. Riss
Title: Chief Executive Officer