

IN THE CIRCUIT COURT OF
THE 17TH JUDICIAL CIRCUIT IN
AND FOR BROWARD COUNTY,
FLORIDA

POMPANO SENIOR SQUADRON
FLYING CLUB, INC., a Florida
corporation,

CASE NO.:

Plaintiff,

v

CARL KENNEDY, individually,

Defendant.

COMPLAINT

Plaintiff, POMPANO SENIOR SQUADRON FLYING CLUB, INC.. a Florida corporation (Plaintiff "Flying Club"), by and through its undersigned counsel, sues Defendant, CARL KENNEDY individually (Defendant "Kennedy") and says:

GENERAL ALLEGATIONS

1. Plaintiff Flying Club is a Florida corporation doing business in Broward County, Florida, and is otherwise *sui juris*.
2. Defendant Kennedy is over the age of 18, is a resident of Broward County, Florida is a prior director of Plaintiff Flying Club and is otherwise *sui juris*.
3. Defendant Kennedy was an officer and director of Plaintiff Flying Club from May 22, 2014, until the beginning of 2020.
4. At all times relevant to the issues herein, Defendant Kennedy served as the treasurer of Plaintiff Flying Club.
5. During his term as treasurer, Defendant Kennedy made multiple payments from Plaintiff Flying Club's corporate bank account to pay Defendant

Kennedy's American Express credit charges.

6. Just prior to the date Defendant Kennedy was replaced as treasurer of Plaintiff Flying Club, Defendant Kennedy issued checks on Plaintiff Flying Club's corporate checking account to Defendant Kennedy, Wendy Hausmann, Esq., and others.

7. There are no corporate records, resolutions, minutes of meetings, or any other corporate document evidencing authorization for these payments made by Defendant Kennedy to himself, Attorney Hausmann and others.

8. On or about March 19, 2020, Plaintiff Flying Club made demand upon Defendant Kennedy for Defendant Kennedy to produce, to the corporation, all corporate records and documentation belonging to the corporation. Copy of demand letter is attached hereto as Plaintiff Flying Club's Exhibit #1. (the "Record Demand").

9. Despite the Record Demand, Defendant Kennedy has failed or refused to turn over the corporate records to Plaintiff Flying Club.

10. Plaintiff Flying Club retained the services of Edward F. Holodak, P.A., and agreed to pay it a reasonable fee for services rendered herein.

11. All conditions precedent to bringing this action have been satisfied or waived.

COUNT I
ACCOUNTING

12. Plaintiff Flying Club realleges the General Allegations and incorporates them herein by reference as if pled herein specifically.

13. This Court has jurisdiction over the parties and the subject matter herein.

14. As a prior director and officer of Plaintiff Flying Club, Defendant Kennedy, especially as treasurer, was in a fiduciary relationship to Plaintiff Flying Club.

15. Due to the scarcity of records left behind by Defendant Kennedy and the remaining members of the Board of Directors of Plaintiff Flying Club, Plaintiff Flying Club cannot accurately reconstruct its financial status and records.

16. Defendant Kennedy authorized various payments as treasurer of Plaintiff Flying Club, which such payments Plaintiff Flying Club cannot reasonably ascertain as to whether they were valid expenses of Plaintiff Flying Club or Defendant Kennedy's own personal expenses.

17. Plaintiff Flying Club has no adequate remedy at law.

18. Defendant Kennedy breached his duty to Plaintiff Flying Club by:

- a. failing to keep proper records;
- b. failing to deliver the Plaintiff Flying Club's financial records to it at the end of his term as treasurer;
- c. appropriating funds for non-properly authorized expenses;
- d. using Plaintiff Flying Club's money to make payments on Defendant Kennedy's personal American Express card.

WHEREFORE, Plaintiff Flying Club demands an accounting from Defendant Kennedy, an award of court costs and attorney fees, and any other relief that this Court deems just and equitable.

COUNT II
INJUNCTION

19. Plaintiff Flying Club realleges the General Allegations and incorporates them herein by reference as if pled herein specifically.

20. This Court has jurisdiction over the parties and the subject matter herein.

21. Defendant Kennedy, as the prior treasurer and director of Plaintiff Flying Club, had control of certain financial records and documents which belong to Plaintiff Flying Club.

22. Despite the Record Demand, Defendant Kennedy has failed or refused to turn over Plaintiff Flying Club's corporate records.

23. Upon the expiration of his term as treasurer and director of Plaintiff Flying Club, Defendant Kennedy has no legal right to retain the corporate records of Plaintiff Flying Club.

24. Plaintiff Flying Club requires its corporate records in order to legally and effectively continue its operations.

25. Without having its complete and accurate corporate records, Plaintiff Flying Club is suffering irreparable harm in that it cannot adequately operate, account for past transactions, and know the actions of the prior Board of Directors of Plaintiff Flying Club.

26. Plaintiff Flying Club has no adequate remedy at law.

27. It is the public policy of the State of Florida to enforce its statutes, including the Florida Corporation Act.

28. Chapter 607.1601 et. seq., requires a corporation to maintain certain corporate records, to make such corporate records available for inspection by a

shareholder and director.

29. Accordingly, Plaintiff Flying Club is required by Florida law to maintain such records that are now in the possession and control of Defendant Kennedy but which ultimately belong to Plaintiff Flying Club.

WHEREFORE, Plaintiff Flying Club moves this Honorable Court for an injunction requiring Defendant Kennedy to return all corporate records in his possession or control to Plaintiff Flying Club, an award of its court costs and attorney fees, and any other relief that this Court deems just and equitable.

/s/ Edward F. Holodak
EDWARD F. HOLODAK, ESQ.
Attorney for Plaintiff
Florida Bar # 059234
EDWARD F. HOLODAK, P.A.
7951 SW 6th Street, Suite 210
Plantation, FL 33324
Telephone: (954) 927-3436
pleadings@holodakpa.com

LAW OFFICES OF EDWARD F. HOLODAK, P.A.



EDWARD F. HOLODAK, Esq.
Admitted in Florida and
Washington, D.C.

Lawrence E. Blacke, Esq.
Of Counsel
Admitted in Florida and
Massachusetts

7951 SW 6th Street
Suite 210
Plantation, FL 33324
954-927-3436

3326 NE 33rd Street
Ft. Lauderdale, FL 33308
954-566-5070

This Firm Acts as a Debt Collector
Edward@holodakpa.com
www.browardbusinesslawyers.com

March 19, 2020

Via Certified Mail Return Receipt Requested 7018 0040 0000 2050 3342
and Regular U.S. Mail

Carl Kennedy
2929 S. Ocean Blvd., Suite 510
Boca Raton, FL 33432

Re: Pompano Senior Squadron Flying Club, Inc.

Dear Mr. Kennedy:

The new Board of Directors of Pompano Senior Squadron Flying Club, Inc. d/b/a Pompano Beach Flying Club retained this law firm as the Corporation's counsel. As you know, you are no longer a member of the Board of Directors of the Corporation, nor are you any longer the treasurer. Accordingly, the new Board of Directors demands that within five (5) days of receipt of this letter, you immediately transfer all documentation belonging to the Corporation to me. This includes all check books, financial statements, accounting records, financial records, bank statements, insurance policies, membership lists, stock certificates, correspondences to and from the Corporation to any third party, minutes of all Board of Directors meetings, minutes of all shareholders meetings, any and all shareholder agreements, the Corporation by-laws, the Articles of Incorporation, and all books and records of the Corporation. As a former Board member, you no longer have any legal right to retain the above documents. Accordingly, if you fail to comply with this demand, the Board has authorized me to take all legal actions necessary against you to obtain these documents.

Thank you for your anticipated cooperation with the above demand.
I remain,

Very truly yours,

Edward F. Holodak

Edward F. Holodak
Attorney at Law

EFH/tp

Exhibit # 1