

L10000114914

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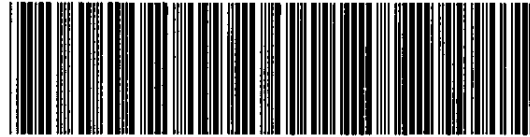
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS  
SEP -4 2012  
EXAMINER

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Marie Bernard Hair Concepts LLC

(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Marie Bernard

(Contact Person)

Marie Bernard Hair Concepts LLC

(Firm/Company)

111 NW 6th Ave

(Address)

Boca Raton, Florida 33432

(City/State and Zip Code)

For further information concerning this matter, please call:

Marie Bernard

(Name of Contact Person)

at ( 561 ) 789 8629

(Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:



\$25 Filing Fee



\$55 Filing Fee &  
Certified Copy

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



FILED  
12 AUG 31 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER  
FROM FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: Marie Bernard Hair Concepts LLC

2. This limited liability company was organized under the laws of:  
Florida

3. The Florida document/registration number of this limited liability company is:  
L10000114914 (L10000114914) <sup>Fed ID</sup> 273869640

4. I, David Tessier, hereby resign as a managing member  
(Print Name of Person Resigning) (Print Title)

of this limited liability company and affirm the limited liability company has been notified of my resignation in writing.

917-734-3000 (cell)

Signature of Resigning Member, Managing Member or Manager

Filing Fee: \$25.00 (Required)  
Certified Copy: \$30.00 (Optional)

note: Please see resignation letter and notice given to  
board, CEO, managing member and counsel on Dec 29, 2011  
Attached

December 28, 2011

To: Members of Marie Bernard Hair Concepts

From: Dave Tessier

Effective immediately I am resigning my position as a manager of Marie Bernard Hair Concepts and any affiliated companies. I invested my time and money in the company based on the company following the operating agreement and an approved business plan. In April and May of last year the members began to disagree on the direction of the company and stalled the execution of the organic growth plan which included hiring a manager and trainer/sales person. This plan would have allowed us to build cash and inventory until we had a solid supply of hair. Once we had a track record of being profitable we could then raise money or grow the company. I was the only dissenting vote when the members agreed not to follow the approved budget and to change the company's direction without a plan to remain solvent. Since then the members have not followed agreed upon policies and procedures, internal controls, the operating agreement, an approved budget or good business practices.

I disagreed with Scott and the other members' plan to spend the majority of our cash on a hair show when we did not have a good supply of hair or an infrastructure to handle the volume of leads even if we got them.

I disagreed with raising any money without presenting a private placement document including a revised business plan that showed that the company could continue as a going concern with the funding available at that time. I insisted that any money raise was done with an attorney involved and all of the appropriate disclosures and documents executed prior to any investment. When Scott said that he had an investor that would only invest if he was CEO and would do the hair show I expressed in a board meeting that I did not support raising money from anyone without an offering document and business plan. I understand that our attorney, Gary Gerson, said in the meeting that if a friend of Scott's wanted to give Scott money to invest in the company and Scott agreed to accept it that was a transaction between friends and the members did not need to be concerned. I was not aware that Michael Gisonda gave Scott money and had no involvement in that transaction. Subsequently, when I found out he invested and did not sign anything I asked the board to put him on notice that the transaction was between him and Scott until he executed agreements.

I disagreed with making Scott CEO but was outvoted. I agreed to do his employment agreement which required him to operate and spend only to an approved budget, in accordance with the operating agreement and under the supervision of a CFO designate. He did none of these and when I asked the board to take action and terminate him the remaining members disagreed and refused to comply. My last \$15,000 contribution was restricted to pay for accounting, legal then if anything was left over to fund inventory. It is my understanding Scott used my cash to pay himself as there were no payment for accounting and legal.

I asked several times for an approved budget and reminded Scott and the board that he was not allowed to make expenditures other than what was in the last approved budget. The last approved budget carried three months at \$10,000 for a CEO and included nothing for any other Woolley group employee or cost. We agreed to

pay Scott \$12,500 for all time and services provided by the Woolley group but he still have to prepare a budget showing how the company could afford that and stay in business. We made it very clear that \$12,500 covered all Woolley overhead expenses and was a management fee so he could not charge MBHC for studio time, Eric, Michelle, Larry or any other affiliated costs. He was not allowed to sign any checks to himself and had a \$5,000 limit to any other vendor. During the time that Scott ran the company I continued to reinforce the fact that Scott could not commit any expenses without an approved budget and he should be suspended without pay until he developed a plan. I specifically was not involved in any operational decisions and did not participate in any business decisions because Scott was in violation of his agreement.

I was present when Anna Gomez our CFO designate attempted to log into the accounting system to download history and set up the Quick Books on line and off the Woolley group server. She had previously been set up as system administrator. In May when she tried to log in her password no longer worked. Scott had changed himself to system administrator and deleted Anna. I asked Larry the IT manager how that happened. He told me in front of Anna that Scott had logged in under Anna's password and made himself system administrator. When I confronted Scott he said that he had not done that. I asked him how he could now be the system administrator vs. her if he didn't do it. He said he did not know but then we went to a PC together and Scott was able to log in as system administrator. I told him to change it back to Anna as this was a significant internal control issue but he never did. Anna made two subsequent trips to the Woolley group and both times was unable to access accounting records. It was only after all the money was gone that she was reactivated in the system.

Scott did submit a budget for board approval showing a \$600k deficit which was voted down. At that time I once again warned the board that we should freeze expenditures and notice Scott that he was not authorized to spend without a plan showing solvency.

A few weeks ago I paid Anna from ITBC (our CFO designate) \$1,500 to complete an audit of MBHC based on an agreement with the members that as a group we would address misappropriations with Scott. I also paid \$2,500 to Gary Gerson to speak at the board meeting to Michael Gisonda related to his investment since Gary had rendered the opinion related to the transaction between friends if Michael did not sign the operating agreement. Also since Michael is a president of a brokerage firm and holds a series 7 license he certainly knew what he was doing I felt it was very important to finally deal with this issue once and for all.

Unfortunately, once again the members did not follow through on the purpose of the meeting. We did not confront Scott with the unauthorized payments of over \$120,000 to himself or affiliates and we did not have Gary confront Michael and Scott with the nature of Michael's investment.

I am an experienced business person however I only have a 20% vote in this business. I have attempted in good faith to give the members solid advice and guidance however it has not been followed. I purposely did not interfere in anyway when Scott was managing the business and had no involvement in raising money other than to cast a dissenting vote. I have lost over \$55,000 of cash invested or loaned to MBHC plus a considerable portion of my time.