

L15000131291

1

From the desk of Christopher R. DeNisco

Statement of Fact

8-13-2018

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301
Attn: Sammy Caldwell

800817268206

Subject: InsulinNG LLC FL Corp# L15000131291

Dear Mr. Caldwell,

This is pursuant to our conversation on August 9th, 2018 whereby I informed you there had been an unauthorized filing on the account of InsulinNG LLC (the "Company") in the records of the Florida Department of State, Division of Corporations through SunBiz.org. The filing effected the revocation of the authorized dissolution of the Company. You have requested an accounting of the facts which I have set forth below:

On April 12th, 2018, at a duly called and held joint Meeting of the Managers and Members, a vote was taken to approve the dissolution of the Company. The dissolution of the Company was approved by a unanimous vote of the Board of Managers of the Company and all voting members. This action was memorialized in the Minutes of the Meeting and distributed to all Managers and Members of the Company.

Based on the foregoing authorization of the Board of Managers and Members, on April 24, 2018, Articles of Dissolution were filed by the Managers with the Florida Department of State, Division of Corporations through SunBiz.org to effect a voluntary dissolution of the Company.

On July 10th, 2018, a Statement of Revocation of Dissolution was filed with the Florida Department of State, Division of Corporations through SunBiz.org purportedly signed by Rolf-Peter Milczarek, believed to be a German national. In addition, it is believed that Mr. Milczarek or persons associated with him also filed a Change in Registered Agent of the Company, removing Christopher DeNisco and replacing him with their own agent, Registered Agents Inc.

Neither action was approved by the Board of Managers or the Members of the Company. The Amended and Restated Operating Agreement of the Company, dated as of July 18, 2016 and currently in effect (the "Operating Agreement"), clearly states that, "*The management, operation and control of the Company and its business and affairs shall rest exclusively with the Board [of Managers]*" and that "*no Member, as such, may bind or otherwise obligate the Company independent of the Board.*" Mr. Milczarek is neither a member of the Board of Managers nor a Member of the Company and at no time was he or any other person or entity authorized to file a Statement of Revocation of Dissolution for and on behalf of the Company or change the Registered Agent of the Company by the Board of Managers (or for that matter, by the Members). I also note that Mr. Milczarek or persons working with him altered the form of Articles of Revocation of Dissolution issued by the Division of Corporations because it was not possible for them to complete the form in its original form to achieve their illicit purpose. Statement #4 of the form was altered from, (#4). The revocation of dissolution was authorized ***in the same manner as the dissolution on _____***.
to read; The revocation of dissolution was authorized on _____.


omitting the words (***in the same manner as the dissolution***) since the revocation of dissolution was not approved by the Board of Managers and the Members, as was the dissolution of the Company.

Further, the entire section of the form that requires the signatures of the Members having the same percentage membership interests necessary to approve the revocation of dissolution was deleted. It is clear that the unauthorized filers could not obtain the necessary signatures of the Members since I, as a Member, amongst others, would not have signed the revocation had it been presented to us and without our participation, the same percentage membership interest could not be achieved.

As a Member of the Company, a member of the Board of Managers and the former Registered Agent of the Company, I never received notice of any meeting of the Members or the Board of Managers and did not act to authorize the revocation of dissolution of the Company or the change of Registered Agent of the Company. The Board of Managers consists of myself, Tony Rodriguez and Rainer Boehnke. Mr. Rodriguez also did not receive notice of any such meeting and did not take any action to authorize the aforementioned acts. The Operating Agreement further provides that, *"No member of the Board individually shall have the authority to bind the Company []; instead, such Managers shall act only as a group, through the Board."* Therefore, Mr. Boehnke could not have properly acted alone, making it is impossible that the Board authorized these actions.

It is my belief that these actions were done wrongfully and without proper authorization and constitute false documents filed with the Department of State, Division of Corporations for illicit purposes. I request that the Statement of Revocation of Dissolution be itself revoked to restore the dissolution of the Company and its status reverted to "inactive" in the records of the Division of Corporations.

Sincerely



Christopher R. DeNisco

cdenisco@live.com

Phone 772-801-8041

STATE OF FLORIDA
COUNTY OF ST. LUCIE

SIGNED BEFORE ME ON AUGUST 13, 2018 PERSONALLY KNOWN
CHRISTOPHER R. DENISCO.

