

N190000006263

Karl R. Deigert, R.Ph.
PO BOX 188
Matlacha, Florida 33993

2020 APR 21 PM 4:29

NOTICE
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April 14, 2020

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

To Whom It Concerns:

Please find enclosed my notarized Statement of Fact regarding the filing of misinformation in violation of s. 817.155, F.S for the amended corporate annual report filed on March 09, 2020 ((Secretary of State 2479188975CC) by President Sherry Straub-Guess of the Florida nonprofit CLEAN WATER NOW, INC. Document Number N19000006263. Submission of a corrected filing is not an option.

I ask that the statement be made part of the official record for Clean Water Now, Inc. Filing Notification of the activity stated therein has been provided to the Florida Department of Agriculture and Consume Services, The Internal Revenue Service and the Lee County Sherriff office. Thank you for your assistance and attention to this matter.

Sincerely,

Karl R Deigert, R.Ph.

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200343706092

April 14, 2020

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I ask that the statement be made part of the official record for Clean Water Now, Inc. Filing Notification of the activity stated therein has been provided to the Florida Department of Agriculture and Consumer Services, The Internal Revenue Service and the Lee County Sherriff office. Thank you for your assistance and attention to this matter.

Statement of Fact: Clean Water Now, Inc.(CWN)

I, Karl R. Deigert, come now to file this Statement of Fact disputing the amended annual corporate report filed on March 09, 2020 (Secretary of State 2479188975CC) by Sherry Straub-Guess (STRAUB), President for the Florida nonprofit Clean Water Now, Inc. -Document Number N19000006263. A corrected filing is not an option.

On March 9th, 2020, duly appointed Clean Water Now, Inc. Treasurer Karl Deigert received notification from Florida Division of Corporations by email at 3:45PM that a recent change or filing on the Florida Department of State, Division of Corporations' records had been made. Upon investigation Deigert discovered that CWN President Straub filed without any discussion, meeting with any board members, or authority, willfully filed misinformation in an amended 2020 Annual Corporate report. At the time of Straub's filing Clean Water Now, Inc. had fewer than the Florida mandated three nonprofit directors and was operating outside the nonprofit's own bylaws mandating a minimum of five directors; thusly, all content of the filing is a nullity. Straub in her filing reassigned the registered agent to be herself, appointed without authorization four new officers and / or directors of her choosing and removed the duly appointed Treasurer Karl Deigert. False information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S. Treasurer Deigert having discussed the matter with the Division of Corporations and State Attorney's office filed a report on March 11th, 2020 of this infraction with Lee County Sherriff's Office with case number #20-123548 taken by Detective Crystal -Badge Number 03205.

BACKGROUND/CHRONOLOGY:

Clean Water Now, Inc. was established as Florida nonprofit on June 18, 2019 under Document Number N19000006263, has IRS EIN# 84—2166737 and solicits donations under FDACS Registration Number CH59675. Tax-exempt 501c3 status was granted on August 29, 2019. The address for Clean Water Now, Inc. is 4600 Summerlin Road – C2495, Fort Myers, Florida 33919. At formation the original Board of Directors (BoD) consisted of Sherry Straub, Karl Deigert, Matthew Palmer, Sierra West and Robert Zarranz. Straub was installed as President; Deigert as Treasurer; West as Secretary and Palmer as Vice-President, Zarranz as Director. Shortly after formation, on June 21st, 2020 Palmer, West and Zarranz resigned due to irreconcilable differences (minutes 08/26/2019)

Florida Statute 617.0302.6 requires that Florida nonprofits maintain at least three Board of Directors. The By-Laws of Clean Water Now, Inc. state the Board of Directors shall be composed of no fewer than five directors unless a vacancy occurs as allowed and filled by the bylaws. Steps to rectify this deficiency were undertaken.

June 27, 2019 – Treasurer Deigert and President Straub co-create the corporate checking account with debit cards issued to each for use in conducting corporate business exclusively.

On July 27th, 2019 - amended Articles of Incorporation were adopted, filed, and then received by Division of Corporations on August 23rd, 2019. Original board members Straub and Deigert remained in place as President and Treasurer respectively. New board members of Wanda Klopff, Dawn Piner and Michelle Fuller were duly nominated as Directors of Clean Water Now, Inc. These new officers were documented in the amended filing recorded on September 17, 2019.

On August 26, 2019- Meeting minutes reflect Nominations for BoD - David Webster, Carl Baxter and Gary Robbins. Voting and Installation of nominees Klopff as VP, Piner as Secretary, and Fuller as Director was completed.

On September 3rd, 2019-

Meeting minutes reflect David Webster was present, nominated and voted upon to be installed as Director of Media and Promotions; Carl Baxter was presented but was not nominated to a position; Drucilla Neeley was present and nominated / installed as secretary pro-tem; Gary Robbins did not attend.

(NOTE: future minutes will reflect Webster and Baxter never attended any BoD meetings again including joint meetings of CWN and the separate newly October 2019 formed Lee County Rights of Nature, Inc. of which Webster is also a Director)

November 16, 2019 – Director Michele Fuller resigns by email.

On November 18th, 2019 –

Meeting minutes reflect resignation of Michelle Fuller; a new board member, Joseph Bonasia, was duly nominated, voted upon and installed as Education Coordinator Director. Subsequent to Bonasia's installation, resignations were received in 2019 from Klopff, Piner and Fuller leaving the position of Vice President vacant. Drucilla Neeley will act as secretary. With the resignations, Clean Water Now, Inc. now operated with less than the required number of five directors but maintained the State of Florida minimum of three Board of Directors for the remainder on of 2019.

November 25, 2019 – Vice President Wand Klopff resigns as Vice President

December 03, 2019- Emails reflect BoD meeting attempted to be scheduled but did not take place

December 12, 2019 – Emails reflect BoD meeting schedule for 12/16/2019 but meeting did not take place

December 2019 –

President Straub conveys to Deigert that Secretary Dawn Piner has lost interest in participating as Secretary and has tendered her oral resignation. Drucilla Neeley CWN Secretary Pro-Tem as of minutes 09/03/2019 will be sought to assume the office at next CWN BoD meeting with future date to be determined.

January 16, 2020-

Florida Corporate Annual Report filed with change of Registered Agent from Legal Zoom to Karl Deigert, removal of resigned /removed officers, and current duly appointed officers.

March 02, 2020 –

Treasurer Deigert received text alert notification from Fifth Third Bank that a purchase of an airline ticket was made using Clean Water Now, Inc. bank account debit card assigned to CWN President Sherry Straub for business use only. Concerned about possible fraudulent use or purchase Deigert made inquiry of President Straub. Straub stated by text that she did purchase an airline ticket for her use with corporate funds with plans of further travel to Ohio for several weeks. This purchase was not previously discussed or approved by CWN Board of Directors. Straub scheduled a Board of Directors meeting for Clean Water Now for Wednesday March 04, 2020 at 7pm this same day and all directors were notified. Treasurer Deigert submitted multiple items for inclusion on the agenda including use of CWN funds.

March 04, 2020-

The scheduled Board of Directors meeting of Clean Water Now, Inc by Zoom was cancelled by President Straub without notification at 1:30PM and rescheduled for Thursday March 05, 2020. Not aware of cancellation until the moment of meeting time, Treasurer Deigert, Director Bonasia and Secretary Pro-Tem Neeley did meet by new ZOOM link. No official business was conducted. All stated the meeting set by Straub of March 5th was in conflict with scheduling and no attendance would be possible. Deigert rescheduled a Zoom meeting for Friday March 6th at 4pm and all officers were duly notified as per by-laws with 48 hours' notice.

March 6th, 2020 –

The scheduled BoD meeting of this day was again cancelled by President Straub just prior to meeting time; additionally, Straub then entered the ZOOM app and changed the password to the App defeating ability to reschedule the meeting. Text notification of the ZOOM App password change was sent to and received by Treasurer Deigert. Straub followed the meeting cancellation with text messages to planned meeting participants about there being no authorized meeting. Considering Straub's admission of having used corporate funds for unapproved purposes and plans of travel, changing of a company asset's password to thwart meetings to discuss the use of funds, and her unusual behavior, Deigert exercised his fiduciary

duties as Treasurer and took steps to secure all assets of CWN from misuse. Passwords to email, internet applications of website and Zoom, and banking were changed to prevent misuse/abuse. With Straub having a controlling access to the bank funds Deigert withdrew funds in amount of \$900.00 in a cashier's check payable only to Clean Water Now, Inc. in order they be protected and redeposited upon clarification of Straub's use of company funds within the next Board of Director's meeting. *NOTE: The purpose, need for, and benefits to mission of CWN of an airline ticket purchase by Straub with CWN funds was never discussed or approved at any previous BoD meeting of Clean Water Now, Inc..

March 9th, 2020-

Director Bonasia resigns effective immediately by email at 6:30am as a result of unresolved conflict precipitated by event(s) on March 6th, 2020. Bonasia's resignation leaves Clean Water Now, Inc now again operating with less than three requisite directors as mandated in F.S. 617.0302.6- Corporate Powers; additionally, Bylaws of CWN call for a minimum of five directors and noncompliance again existed. Two unfilled vacancies existed since resignation of Klopff, Fuller and Piner in 2019.

Treasurer Deigert received notification this same day by email at 3:45PM from Florida Division of Corporations that a recent change / filing had been made to Clean Water Now, Inc. corporate records. Upon investigation, Deigert discovered President Sherry Straub knowingly and willfully filed misinformation with the Florida Division of Corporations with the submission of an amended annual corporate report. False information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S. In violation of Clean Water Now, Inc. bylaws and Florida rules of nonprofits requiring three directors to operate, Straub without notification to any parties named therein did assign herself as the Registered Agent, removed the duly appointed treasurer since nonprofit inception – Karl Deigert and assigned previously resigned /removed officers of her choosing to positions of Vice President, Secretary, Treasurer, and Directors. At no time on or prior to the filing date was a Board of Directors meeting called with proper notification, nominations, election or installation of these new officers and directors.

Additionally, President Straub visited The Fifth-Third Bank on this same day and had Treasurer Deigert removed from the corporate checking account created on June 27, 2019; in doing so, Straub took sole control of the corporate funds. Deigert in his tenure as Treasurer of Clean Water Now, Inc. has loaned to Clean Water Now, Inc. personal funds to sustain operations and as March 9th, 2020 was owed and due reimbursement of monies in excess of Eight Thousand Dollars by Clean Water Now, Inc.

I, Karl R. Deigert, attest that the above statement of fact made on this day is truthful and factual.

STATE OF FLORIDA COUNTY OF LEE

Karl R Deigert, R. Ph.

The foregoing instrument was acknowledged before me by means of physical presence this 13th Day of April 2020 by Karl R. Deigert, who is personally known to me.

Janette R. Fraissinet

(Notary Signature)

(Seal)



Janette R. Fraissinet

Notary – State of Florida