STATE OF MINNESOTA COUNTY OF SHERBURNE

District Court Tenth Judicial District Case Type 14

Edward G. Palmer)
Plaintiff)
VS.) COMPLAIN
William N. Matthews	
Solid Rock Church, Inc.)
Defendants)

- 1. On or about July 26, 1992, Plaintiff began attending Elk River Assembly of God Church, at 11800 196th Street NW, Elk River, Minnesota 55330.
- 2. Defendant's predecessors formed the Elk River Assembly of God Church as a non-profit Minnesota corporation under Minn. Stat. § 317A on September 5, 1977.
- 3. Defendant's corporate Articles & By-Laws provided for one vote for each member.
- 4. Articles & By-Laws provided for proper notice to be given to all members prior to any business meeting. Changes to Articles required full disclosure of all new content.
- 5. Any change to Articles or By-Laws required the approval of a majority of corporate members voting in favor of adoption.
- 6. No special provisions were contained in the Articles and By-Laws that would allow officers and directors to circumvent the member's control over Article & By-Law changes.
- 7. In September 1992, William N. Matthews was installed as the President by a majority vote of the members of this non-profit corporation.
- 8. On July 1, 1993, Defendants conducted a business meeting for the stated purpose of changing Article I, the name of the corporation, from the "Elk River Assembly of God Church" to "Solid Rock Church."
- 9. Plaintiff attended the July 1, 1993 business meeting and testified in favor of the name change. On about July 14, 1993, Plaintiff became a full voting member of the corporation.
- 10. Plaintiff was solicited by Defendants for contributions and, on July 13, 1993, Plaintiff was fraudulently induced to transfer 545,000 shares of common stock in Attic Technology, Inc. in the form of stock certificate #82 into the name of Solid Rock Church.
- 11. On July 18, 1993, Plaintiff delivered 545,000 shares of stock to Defendants.
- 12. On or about July 22, 1993, Defendants began a series of criminally false article of incorporation filings with the Minnesota Secretary of State's Office.
- 13. Instead of filing the simple name change that was approved on July 1, 1993, Defendants made wholesale changes and adopted an entirely new set of Articles. Unauthorized changes were made to virtually every Article. Defendants illegally created and adopted a new charter.
- 14. On June 6, 1994, Defendants caused to be filed with the Secretary of State a second fraudulent filing further altering the Articles of Incorporation.

- 15. On September 29, 1994, Defendants caused to be filed with the Secretary of State a third fraudulent filing.
- 16. On October 11, 1995, Defendants caused to be filed with the Secretary of State a fourth fraudulent filing again altering the Articles of Incorporation.
- 17. Member voting rights were taken away by Article IV filed on October 11, 1995 which states that "the board of trustees shall be the only voting members of the corporation."
- 18. The membership of this non-profit corporation never voted to give up their voting rights.
- 19. Proper notice of all Article changes was not provided to the members of the corporation. Approval of all Article changes was not obtained from the members except for the simple name change vote of July 1, 1993.
- 20. By enacting false changes to the Articles of Incorporation, the Defendants denied the Plaintiff his control, voting and other member rights as guaranteed by Minn. Stat. § 317A.
- 21. Plaintiff relied upon the due diligence of the board of trustees and corporate officers. These officers and directors violated basic standards of conduct set forth in Minn. Stat. § 317A.
- 22. All changes made to Articles except the name change are illegal under Minn. Stat. § 317A.
- 23. Defendants usurped Plaintiff's control and took away his ability to exercise voting rights.
- 24. Defendants illegally converted Plaintiff's 545,000 shares of stock from an organization the Plaintiff had full voting rights in to an organization that Plaintiff had no voting rights in.
- 25. Defendants painted a fraudulent picture concerning the true nature of their corporation. This false picture was used to deceive the Plaintiff thereby inducing him into transferring stock.
- 26. Defendant's fraudulent business activities induced Plaintiff into giving them cash.
- 27. William N. Matthews willfully and with well thought out planning, withheld material facts and other important information with intent to work a swindle and fraud upon Plaintiff.

Wherefore Plaintiff demands judgment against Defendants as follows:

- (1) The return of the securities in Attic Technology, Inc. (SolarAttic, Inc) back to Plaintiff,
- (2) Recovery of reasonable damages in an amount greater than \$50,000,
- (3) Reimbursement of all attorney and other costs associated with this litigation.
- (4) The unwinding of all changes to the Articles of Incorporation & By-Laws made after 1992,
- (5) A writ of Mandamus for a criminal investigation of William N. Matthews' actions,
- (6) Whatever other relief the Court may deem appropriate.

Dated: July 9, 1999	Signed: Edward G. Palmer, Plaintiff	
	Address: 15548 95th Circle NE Otsego, Minnesota 55330	

(612) 441-3440 (612) 441-7174 Fax