



1 **ACOM**  
2 **LAW OFFICE OF RULON J. HUNTSMAN, ESQ.**  
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8 Attorney for Plaintiff

9  
10 **DISTRICT COURT**

11 **CLARK COUNTY, NEVADA**

12 **AMERICAN VIDEO TELECONFERENCING**  
13 **CORP., A NEVADA CORPORATION**

Case No.: A-21-838786-C  
DEPT NO: 26

14 **Plaintiff,**

15 **vs.**

**AMENDED COMPLAINT**

16 **16,525,000 Shares of Common Stock of**

17 **AMERICAN VIDEO TELECONFERENCING CORP.,**  
18 **A NEVADA CORPORATION, SIGNATURE STOCK**  
19 **TRANSFER STOCK TRANSFER, INC., A TEXAS**  
20 **CORPORATION**

**(COMPLAINT FOR DECLARATORY RELIEF)**

21 **Defendant**

22 Plaintiff AMERICAN VIDEO TELECONFERENCING CORP., A Nevada corporation  
23 ("Company"), by and through their undersigned counsel, hereby files the above-caption complaint.

24  
25 **NATURE OF THE ACTION**

26 This is an *in rem* action against 16,525,000 shares of common stock of the Company. These shares  
27 are referred to herein as the "Subject Shares" and are listed in Exhibit A to this complaint.

28 The Subject Shares were issued by former members of the Company's management in 2011, and  
also in 2012 to ten natural and non-natural persons. The reasons for the Subject Shares' issuance are unknown, are  
not reflected by any documentation in the Company's possession, and so as far as the Company is concerned,  
without the required corporate formalities for the issuance of shares by the Company. The present management of  
the Company cannot find any records reflecting payment for the Subject Shares, nor any board of directors' minutes  
to support why the Subject Shares were issued (See the Declaration of the Company's President and Treasurer, at  
Exhibit C.). The Company has had three transfer agents prior to the current one. The Company's current transfer



1 agent confirmed that it did not receive any documentation for the Subject Shares from the transfer agent it succeeded  
2 reflecting authorization therefore. The Subject Shares were shown on the Company shareholder list provided by the  
3 Company's immediately previous transfer agent. As such they reflect on the Company's current shareholder list.

4 Nevada law (NRS 78.211(2)) states in part that "When the corporation receives the consideration  
5 for which the board of directors authorized the issuance of shares, the shares issued therefore are fully paid." The  
6 Company's books and records do not reflect any consideration was paid for the Subject Shares, without there being  
7 any consideration paid for the Subject Shares, it presents a situation that must be resolved.

8 The Company is a publicly traded company that has engaged a Public Company Accounting  
9 Oversight Board registered certified public accounting firm to audit the Company's financial statements. The audit  
10 is a requirement so that the Company is able to file audited financial statements with the United States Securities and  
11 Exchange Commission ("SEC"). This is so the Company is able to file reports required of companies that are  
12 considered fully reporting under the Securities Act of 1933 of the Federal Securities Laws of the United States.  
13 Being fully reporting creates transparency for the Company in the investment community and for those persons who  
14 might purchase the Company's stock through a stock exchange or stock market trading platform, and for the  
15 Company's shareholders so that they can see how the Company is performing in its operational activities based on  
16 audited reports.

17 As part of the process to become fully reporting, the Company's auditors will audit the Company's  
18 financial records, reflecting its operations, in order to be able to provide a report that will be incorporated into the  
19 Company's annual filings with the SEC. As part of the process for the completion of the audit, the auditor expresses  
20 its opinion on the financial reports of the Company stating that the reports may be relied upon by those viewing them  
21 as fairly representing the Company's financial condition and activities for the period covered by the audit. The  
22 Company (and every company that is audited) seeks to have an unqualified opinion by its auditors for its financial  
23 reports. The Subject Shares were not paid for and so should reflect as being otherwise properly issued by the  
24 Company and included in its audited amount of outstanding shares. In order to have an unqualified opinion from its  
25 auditor, cancellation of the Subject Shares is required. Aside from having an unqualified opinion, and much more  
26 importantly, the cancellation of the Subject Shares protects the marketplace so that only shares legitimately issued  
27 are able to trade in it, protects the Company so that only legitimate shareholders control it through their vote on  
28 shareholder matters, and protects its shareholders whose shares are in compliance with Nevada law.



1 This action seeks a declaratory judgment that the Company, through its Board of Directors be  
2 authorized (a) to cancel the Subject Shares; and (b) to have the Company's transfer agent, as registrar of the  
3 Company's shares, Signature Stock Transfer, Inc., ("Transfer Agent"), be authorized by this Court to cancel the  
4 Subject Shares on the books of the Company so that the Subject Shares are no longer included in the Company's  
5 records of issued and outstanding shares.

#### 6 JURISDICTION AND VENUE

7 5. This Court has jurisdiction over this action pursuant to the Nevada Constitution, Article 6,  
8 Section 6. American Video Teleconferencing Corp., which seeks cancellation of the Subject Shares, is a Nevada  
9 corporation.

10 6. Venue is proper in this Court pursuant to N.R.S. Section 13.040, as the Subject Shares are deemed  
11 to be located in Clark County, Nevada, where the Company's registered Nevada office is located.

#### 12 FIRST CAUSE OF ACTION

13 (Declaratory Relief NRS Chapter 30)

14 7. The Company was originally formed in New York in 1991. The Company's status in 1999 was  
15 as an annulled entity and so not in good standing with the State of New York. The circumstances of the issuance of  
16 the Subject Shares, issued in 2011 and 2012, are unknown. There is nothing to reflect the issuance of the Subject  
17 Shares was properly authorized, nor that any consideration was paid for them. The Company was reinstated, and in  
18 2008 was in good standing in New York. The Company was then merged into a Delaware corporation of the same  
19 name, and the New York Company was merged out of existence.

20 8. From February 2010 through 2012, the Company was controlled by Scott Van Boeyen. Mr. Van  
21 Boeyen held the position of President, Secretary, and Chief Financial Officer. During this time, Mr. Van Boeyen was  
22 also the sole Director. As sole Director, Mr. Van Boeyen could issue shares of AMERICAN VIDEO  
23 TELECONFERENCING CORP. at will, without the need for approval of any share issuances by any other person.

24 9. In 2011 and in 2012, Mr. Boeyen, caused to be issued 16,525,000 shares that are the Subject  
25 Shares. No records exist that are in the Company's possession, or to the Company's officers and directors knowledge  
26 and belief, elsewhere, that reflect that the 16,525,000 shares, even if properly authorized, were properly issued because  
27 the Company did not receive payment for them. The issuance and distribution of the Subject Shares caused the number  
28



1 of the outstanding shares of the Company to swell, causing great dilution to the Company's legitimate shareholders  
2 with respect to their properly authorized, issued, and owned shares.

3           10. In May 2020, the Company ceased being incorporated in Delaware through conversion to a  
4 Nevada corporation, and whereby its status as a Delaware company ceased.

5           11. The present location of the stock certificates representing the Subject Shares is unknown.

6           12. When the current management of the Company came into office, in 2020, it received books and  
7 records of the Company. In addition to the books and records, the management received certificates issued in 2009,  
8 2011, and 2012, totaling 62,345,000 shares. The certificates representing those 62,345,000 shares were returned to the  
9 Transfer Agent for cancellation, were canceled, and so are no longer outstanding.

10           In August 2020, the Company sent letters (See examples at Exhibit B.) to each certificate holder of  
11 Subject Shares at the address listed for them by the Transfer Agent. The letter requested the submission of proof that  
12 payment had been made for the Subject Shares referenced in the letter, or without such proof the letter requested either  
13 return of the certificate(s) issued to the addressee, or the submission of a notarized Lost Certificate Declaration and  
14 Request for Cancellation form. For U.S. addresses, the letters were sent both by U.S. Mail, registered, return receipt  
15 requested, and also by first class mail. For certificate holders of Subject Shares with international addresses, the  
16 Company sent letters by either Federal Express or U.S. Mail Registered, International, and also by regular first class  
17 overseas U.S. Mail.

18           Some of the certificate holders who received the August 2020 letter returned the certificates they  
19 held, or executed a notarized Lost Certificate Declaration and Request for Cancellation form, and returned it to the  
20 Company. The amount of such purported shares returned in response to the August 2020 letter totaled 630,000. The  
21 certificate and Lost Certificate Declaration and Request for Cancellation forms received were provided to the Transfer  
22 Agent. As a result, those 630,000 purported shares were canceled and are no longer outstanding.

23           The Subject Shares represent purported Company shares whose certificate holders either did  
24 not respond to the August 2020 letter, or who had moved with no forwarding address left with the post office and/or  
25 who failed to provide a current address to the transfer Agent, or to the Company.

26           13. The Company and its Transfer Agent require certainty that any actions they take to cancel the  
27 Subject Shares are properly taken, lawful, and final.

28           14. WHEREFORE, Plaintiff prays for judgment as follows:



1. For a Declaration that Plaintiff, AMERICAN VIDEO TELECONFERENCING CORP.,  
is authorized to cancel the Subject Shares; and

2. For a Declaration that SIGNATURE STOCK TRANSFER INC., the Company's transfer agent, which was named as a necessary party to this Complaint, is authorized to cancel the Subject Shares without the requirement of a bond, good cause having been shown; and

3. Any additional relief that this Court deems just and proper.

DATED this 23<sup>th</sup> day of December 2021

LAW OFFICE OF RULON J. HUNTSMAN, Esq.

Rulon J. Hartsman

By/s /Rulon J. Huntsman

Bar No. 968

1850 East Sahara Ave., Ste 103

Las Vegas, NV 89104

PH; 702-205-3500

Attorney for Plaintiff American Video  
Teleconferencing Corp.

**Exhibit A**

- 1) ROBERT P. SHELDON - Certificate # 5015 – 1,500,000 shares
- 2) THOMAS CARTER - Certificate # 5017 – 1,500,000 shares
- 3) CAVALIER CONSULTING GROUP INC. – Certificate # 5041 – 3,000,000 shares
- 4) FRANK HUDY - Certificate # 5053 – 60,000 shares
- 5) JARED MOE - Certificate # 5056 – 200,000 shares
- 6) BROWN BROTHERS HARRIMAN & CO. - Certificate # 5073 – 15,000 shares
- 7) BROWN BROTHERS HARRIMAN & CO. - Certificate # 5089 – 4,600,000
- 8) BROWN BROTHERS HARRIMAN & CO. - Certificate # 5090 – 4,600,000
- 9) CAYMAN INSTITUTIONAL BANK - Certificate # 5082 – 1,000,000
- 10) AARON HUBER - Certificate # 5091 – 50,000 shares



1 **Exhibit B**

2 **BLANK COPY OF THE LETTER SENT TO ALL SUBJECT SHARES**

3 **CERTIFICATE HOLDERS**

4 August \_\_, 2020

5  
6 Mr. \_\_\_\_\_

7 \_\_\_\_\_

8 \_\_\_\_\_

9 RE: American Video Teleconferencing Corp. Common Stock Certificate No. \_\_\_\_\_, dated

10 Month \_\_\_\_\_, Day \_\_\_\_\_, Year \_\_\_\_\_, in the amount of \_\_\_\_\_ shares

11 Dear \_\_\_\_\_:

12 After a review of American Video Teleconferencing Corp.'s (Company") books and records by its accountant, a  
13 question has arisen regarding the \_\_\_\_\_ shares Certificate No \_\_\_\_\_ ("the shares")  
14 reflects.

15 Please be advised that under state law regarding the issuance of stock, payment for a company's stock's issued must  
16 always be received and paid in full. Without payment, the stock is not validly issued. If no payment was received, a  
17 certificate representing stock that was not paid for is invalid. The shares such certificates indicate do not in fact exist.  
18 Such certificates must be returned for cancellation. An attempt to either negotiate such a certificate, sell the shares  
19 indicate thereon, or deposit such a certificate with a broker, would be improper under law and could make the actor  
20 subject to civil and/or criminal penalties.

21 When such stock and certificates are discovered, the issuing company is required to take action to protect the interests  
22 of its shareholders whose shares were validly issued.

23 Based on a review of the Company's book and record, it cannot be determined why Certificate No. \_\_\_\_\_ was  
24 issued. The Company knows that prior management, in office years ago, issued many shares without the Company  
25 receiving payment therefore. A majority of the certificate representing such improperly issued shares have already  
26 been returned. The Company now only seeks to be able to cancel the remaining certificates representing shares that  
27 were not paid for not already returned for cancellation. This is why you are being contacted. The Company only seeks  
28 such certificates' return as no other action is required, is otherwise needed to be taken, or will be taken when



1 such a certificate is returned.

2 Therefore you are respectfully asked to take the action applicable to the situation as described below, pertaining to the  
3 Certificate No. \_\_\_\_\_.

- 4 • If you paid for Shares, please send a copy of the record of it, such as a check, wire transfer advice,  
5 or whatever other indicia of payment you have. We will then reflect the Shares accordingly on the  
6 books and records of the Company as valid, and that you properly hold the Shares as a shareholder.
- 7 • If Certificate No. \_\_\_\_\_ was issued without payment, please immediately mark "VOID"  
8 across the Certificate's face and return it to American Video Teleconferencing Corp., at the address  
9 above, so it can be canceled.
- 10 • If you do not have proof of payment, and lost or cannot find Certificate No. \_\_\_\_\_. Enclosed you  
11 will find a replacement & Cancellation Form. It is pre-filled in for you. Please sign it before a notary  
12 public and have the notary sign it attesting to the fact that you are the signer. Once fully signed and  
13 notarized, please send it to the Company at the address above. (Note: If you are providing proof of  
14 payment, or returning Certificate No. \_\_\_\_\_, please disposed of the Form as it is not needed.)

15 The Company is obligated under law to take action regarding Certificate No. \_\_\_\_\_. It must either reflect that the  
16 Shares were paid for (by your provision of evidence of payment) or that the Shares were canceled because the voided  
17 certificate was returned, or your providing the executed, notarized Form to allow cancellation. If you do not take the  
18 applicable action, as provided above, the Company will be required to name you in a lawsuit to have a court declare  
19 the Shares void and allow them to be canceled officially on the books and records of the Company by the court's order.

20 The Company respectfully requests your cooperation, and as such Company personnel are available to answer any  
21 questions you may have regarding the situation and what you are being asked to do.

22 Please feel to call, email, or write, to my attention.

23 We thank you in advance for your cooperation.

24 Sincerely,

25 Willy A Saint-Hilaire,

26 President

27 American Video Teleconferencing Corp.

28 WST/kb



Exhibit C

**Declaration of Willy A. Saint-Hilaire, Personally, and In His Capacity as President and Chief Executive Officer of American Video Teleconferencing Corp.**

I, Willy A. Saint-Hilaire, am over the age of 18 and I am competent to make this Declaration. I make this declaration based on personal knowledge. I am the President and Chief Executive Officer of American Video Teleconferencing Corp. (the "Company"). As the Company's President and Chief Executive Officer, I am familiar with the books and records of American Video Teleconferencing Corp.

All documents referenced in the accompanying Motion and in this declaration were made in the ordinary course of business, at the time of the event, or close in time to the event, or were reproduced from records of the business kept in the ordinary course of business and made at the time of the event or near the time of the event, by employees of the company with knowledge of the event.

A review of the books and records of American Video Teleconferencing Corp revealed that 16,525,000 shares of the Company's common stock) were issued by prior management without formalities for authorization and without any consideration in payment therefore.

The Company contacted its transfer agent Signature Stock Transfer, Inc. for the addresses of the persons listed as shareholders of the 16,525,000 shares issued without formalities for authorization and without any payment therefore. Shareholders are required to provide the transfer agent with their current mailing address and to update their address of record with the transfer agent if their address changes. Shareholders are normally motivated to provide updated, accurate addresses, since the address the transfer agent has is used to send out notices of company events such as shareholder meetings, dividend payments, stocks splits, etc. Therefore, the Company can reasonably believe the list is accurate and reliable.

The Company sent out two sets of letters, one via certified mail and one being first class mail, for U.S. addresses, and to each of non-U.S. address certificate holders by either Federal Express, or by U.S. Mail Registered, International, and also by regular first class overseas U.S. Mail. The letters sent to the certificate holders stated that the shares represented by the certificates they held in their name were to be canceled for failure of consideration since these shares were issued by former management arbitrarily and without payment, therefore. A copy of the letter was affixed to the Complaint was an Exhibit. A true and correct copy of the return receipts for the letters sent



certified mail are attached to the Motion as Exhibit "B."

Due to the lack of response and non-response to the company regarding the requested voluntary return for cancellation, the Company seeks to cancel these improperly issued shares by action of the court,

SHAREHOLDER NAME-ADDRESS-CITY-STATE-ZIP-COUNTRY-CERTIFICATE NUMBER-SHARES  
AMOUNT-ISSUANCE DATE

AARON HUBER #62, 2860 VALLEY VIEW DRIVE, KAMLOOPS, BC V2C 4B6, Canada

5091 - 50,000 - 2/27/2012

BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK NY 10005, United States

5073 - 15,000 - 3/30/2011

BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK NY 10005, United States

5089 - 4,600,000 - 2/28/2012

BROWN BROTHERS HARRIMAN & CO 140 BROADWAY, NEW YORK NY 10005, United States

5090 - 4,600,000 - 2/28/2012

CAVALIER CONSULTING GROUP INC #481-5868 WESTHEIMERROAD, HOUSTON, TX 77057, United

States 5041 - 3,000,000 - 2/4/2011

CAYMAN INSTITUTIONAL BANK, TILLERMAN SECURITIES - GEORGE ST, NASSAU, Bahamas

5082 - 1,000,000 - 8/12/2011

FRANK HUDY, BOX 98, KAMSACK SK SOA ISO, Canada

5053 - 60,000 - 3/11/2011

JARED MOE 832 GILMOUR PLACE, KAMLOOPS BC V1E 1P2, Canada

5056 - 200,000 - 3/11/2011

ROBERT P SHELDON, #1050-269 SOUTH BEVERLY, BEVERLY HILLS CA90212, United States

5015 - 1,500,000 - 2/4/2011

THOMAS CARTER #202-2496 EAST HASTINGS, VANCOUVER, BC V5K, Canada

5017 - 1,500,000 - 2/4/2011

According to Signature Stock Transfer, Inc., the shareholders listed above have not changed their addresses of record in well over two years. In addition, my review of this corporation's official records indicates that none of these certificate holders have resided in Nevada in more than two years, if they ever did reside in Nevada.



1 For the shares reflected as owned by Brown Bros. Harriman, those shares were held for certain persons who were  
2 clients of Brown Bros. and therefore Brown Bros. held them in "street name," (i.e., in the name of Brown Bros.  
3 Harriman) for such certificate holders. The Brown Bros. clients were contacted, but did not show proof of payment  
4 for the shares represented by the certificates issued to them, nor did they respond to the request for voluntary  
5 cancellation.

6  
7 I declare under penalty of perjury that the foregoing Declaration is true and correct:  
8

9 AMERICAN VIDEO TELECONFERENCING CORP.,

10 By its President and Chief Executive Officer,

11   
12 \_\_\_\_\_

13 Willy A. Saint-Hilaire, President and Chief Executive Officer,

14 Willy A. Saint-Hilaire,

15 In his personal capacity,

16   
17 \_\_\_\_\_

18 Willy A. Saint-Hilaire  
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