

IN AND FOR SARASOTA COUNTY, FLORIDA

DISABLED AMERICAN VETERANS DEPARTMENT  
OF FLORIDA, INC., a Florida corporation,

Plaintiff,

vs.

CASE NO: 2006 CA 5744 NC

DISABLED AMERICAN VETERANS (DAV)  
CHAPTER #3, INC., a/k/a DISABLED AMERICAN  
VETERANS, SARASOTA CHAPTER #3, a Florida  
corporation, and BOSTON DIXON, Individually and as  
owner of FRIENDS OF VETERANS OF SARASOTA,  
FLORIDA 34237 HOLDING COMPANY., a non-  
registered d/b/a; and THE HONORABLE DISCHARGED  
VETERANS OF SARASOTA COUNTY, INC., a Florida  
corporation; and IRENE B. DIXON, Individually; DONALD  
THOMPSON, Individually; TERRY GUINThER,  
Individually; ROSA A. BRITANAK, Individually;  
and WILLIAM BRESLIN, Individually,

Defendants.

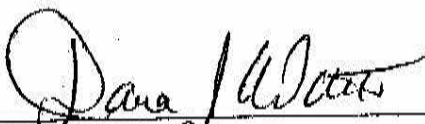
**NOTICE OF LIS PENDENS**

**TO DEFENDANTS:** DISABLED AMERICAN VETERANS (DAV) CHAPTER #3, INC., a/k/a  
DISABLED AMERICAN VETERANS, SARASOTA CHAPTER #3, a Florida corporation, and BOSTON  
DIXON, Individually and as owner of FRIENDS OF VETERANS OF SARASOTA, FLORIDA 34237  
HOLDING COMPANY., a non-registered d/b/a; and THE HONORABLE DISCHARGED VETERANS OF  
SARASOTA COUNTY, INC., a Florida corporation; and IRENE B. DIXON, Individually; DONALD  
THOMPSON, Individually; TERRY GUINThER, Individually; ROSA A. BRITANAK, Individually; and  
WILLIAM BRESLIN, Individually, AND ALL OTHERS WHOM IT MAY CONCERN:

**YOU ARE NOTIFIED** of the institution of this action by Plaintiff against you seeking to quiet title  
the following real property in Sarasota County, Florida.

2445 Fruitville Road. Lots 1,2,3,7 and 9 Less Row to State in CA 85-1063  
Plat of Sub E 1/2 of Lot 45 Lords 1<sup>st</sup> Add Sarasota DB 268-425 & 427.

DATED on June 22, 2005.

  
\_\_\_\_\_  
DANA J. WATTS, ESQ.  
FL Bar No: 0292141  
1620 Main Street, Ste. 1  
Sarasota, FL 34236-5811  
941-955-5791/Fax 941-951-2076  
Attorney for Plaintiff

IN THE CIRCUIT COURT OF THE TWELFTH JUDICIAL CIRCUIT  
IN AND FOR SARASOTA COUNTY, FLORIDA

DISABLED AMERICAN VETERANS DEPARTMENT  
OF FLORIDA, INC., a Florida corporation,

Plaintiff,

CASE NO: 2006 CA 5744 NC

vs.

DISABLED AMERICAN VETERANS (DAV)  
CHAPTER #3, INC., a/k/a DISABLED AMERICAN  
VETERANS, SARASOTA CHAPTER #3, a Florida  
corporation, and BOSTON DIXON, Individually and as  
owner of FRIENDS OF VETERANS OF SARASOTA,  
FLORIDA 34237 HOLDING COMPANY., a non-  
registered d/b/a; and THE HONORABLE DISCHARGED  
VETERANS OF SARASOTA COUNTY, INC., a Florida  
corporation; and IRENE B. DIXON, Individually; DONALD  
THOMPSON, Individually; TERRY GUNTHER,  
Individually; ROSA A. BRITANAK, Individually;  
and WILLIAM BRESLIN, Individually,

Defendants.

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**COMPLAINT**

Plaintiff, DISABLED AMERICAN VETERANS DEPARTMENT OF FLORIDA, INC., a  
Florida corporation (DAV Florida), sues Defendants, DISABLED AMERICAN VETERANS  
(DAV) CHAPTER #3, INC., a/k/a DISABLED AMERICAN VETERANS, SARASOTA  
CHAPTER #3, a Florida corporation (DAV Sarasota #3), and BOSTON DIXON, Individually  
and as owner of FRIENDS OF VETERANS OF SARASOTA, FLORIDA 34237 HOLDING  
COMPANY., a non-registered d/b/a; and THE HONORABLE DISCHARGED VETERANS OF  
SARASOTA COUNTY, INC., a Florida corporation; and IRENE B. DIXON, Individually;

DONALD THOMPSON, Individually; TERRY GUNTHER, Individually; ROSA A. BRITANAK, Individually; and WILLIAM BRESLIN, Individually, and allege:

**Common Allegations**

1. DAV-National was founded in 1921 and incorporated by an Act of Congress eleven years later. It is a federally chartered corporation, with its charter is codified at 36 U.S.C. §50301 *et seq.*
2. Under the terms of its Congressional charter, DAV-National is empowered to create state organizations and to extend to them the use of its name. DAV-National has done so and there are now 52 state organizations, known as Departments. DAV Florida is one of the Departments created by DAV-National, and is a Florida corporation in good standing, authorized to conduct and conducting operations in Florida.
3. Under the terms of its Congressional charter, DAV-National also is empowered to create local organizations and to extend to them the use of its name. DAV-National has done so and there are now nearly 2000 local organizations, known as chapters, throughout the United States. DAV Sarasota #3 is one such local organization. Plaintiff is informed and believes, and based thereon allege, that DAV Sarasota #3 was organized as a Florida corporation with its principal place of operation in Sarasota County, Florida.
4. BOSTON DIXON is a resident of Sarasota County and an officer and director of DAV Sarasota #3; upon information and belief he is the owner of FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO., a non-registered d/b/a; and an officer and director of THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC.

5. THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC., a Florida corporation with its principal place of business being located in Sarasota County, Florida.
6. IRENE B. DIXON, Individually, is a resident of Sarasota County and prepared a Quit Claim Deed transferring ownership from DAV Sarasota #3 to FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO.
7. DONALD THOMPSON, Individually, is a resident of Sarasota County, Florida and the Commander, and an officer and director of DAV Sarasota #3.
8. TERRY GUINThER, Individually; ROSA A. BRITANAK, Individually, and WILLIAM BRESLIN, Individually, are officers and directors of DAV Sarasota #3.
9. Plaintiff is informed and believes, and on that basis alleges, that each of the defendants who is an individual was acting in concert and conspiracy with each of the other defendants who is an individual, and others unknown at this time, and that in performing and engaging in the acts alleged in this complaint, each of said defendants was acting within the agreed scope of such conspiracy. Plaintiff is also informed and believes, and on that basis alleges, that all of the acts of such defendants were authorized and ratified by each of the other such defendants.
10. DAV-National is a nonprofit organization of more than one million veterans of the United States armed services who have been disabled during time of war or armed conflict. DAV is the official voice of America's service-connected disabled veterans - a strong, insistent voice that represents all of America's 2.1 million disabled veterans, their families and survivors. Its nationwide network of services - free of charge to all veterans and members of their families - is totally supported by membership dues and contributions from the

American public. DAV-National is not a government agency, and receives no government funds. DAV-National is comprised exclusively of men and women disabled in our nation's defense, and is dedicated to a single purpose: building better lives for America's disabled veterans and their families.

11. In furtherance of its federal charter, DAV-National is governed by its National Bylaws, the regulations of its National Executive Committee ("NEC"), and the policies of its Board of Directors. The structure of DAV-National is such that the National Commander of DAV-National is the elected leader of and spokesperson for DAV's membership and exercises significant authority with respect to fraternal matters, including the operation of chapters. The day-to-day management of DAV-National is the responsibility of the National Adjutant, who operates as its Executive Director. The state departments and local chapters have their own Bylaws and (in the case of departments) regulations, and their executive structures generally mirror that, of DAV-National.
12. DAV-National is responsible for supervision of the state departments and local chapters in a general sense, primarily to ensure compliance with relevant provisions of the Bylaws and NEC Regulations regarding fund raising, management and expenditure of funds, and conduct of fraternal activities. Departments exercise supervision and oversight with respect to chapters within their respective states.
13. Departments must account for their finances in annual reports to DAV Florida has a Department Finance Committee which is responsible for supervising and overseeing the financial operations of the local chapters within Florida.
14. DAV Florida has been given authority to enforce the DAV-National rules, regulations and bylaws within the State of Florida by Regulation 8 of the National Executive Committee which states:

“Chapters within a state are under the jurisdiction of that State Department. State Departments are responsible not only for the enforcement of the Department and Chapter Bylaws, and Regulations, but also for the enforcement of the National Constitution, Bylaws, and Regulations.”

Thus DAV Florida has the legal standing and authority to be the named Plaintiff in this action.

15. DAV Sarasota #3 was the titled owner to real property located in Sarasota County, Florida and described as:  
  
2445 Fruitville Road. Lots 1,2,3,7 and 9 Less Row to State in CA 85-1063  
Plat of Sub E ½ of Lot 45 Lords 1<sup>st</sup> Add Sarasota DB 268-425 & 427.
16. On or about April 20, 2006 DAV Sarasota #3 attempted to convey title to the real property described above via Quit Claim Deed in the name of DISABLED AMERICAN VETERANS CHAPTER #3 as grantor to FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO., as grantee. A copy of the Quit Claim Deed is attached as Exhibit 1.
17. On or about June 1, 2006 FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO., a non legal entity attempted to transfer title to the real property via a Quit Claim Deed signed by BOSTON DIXON as President, to THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC. A copy of the Quit Claim Deed is attached as Exhibit 2.
18. When DAV Florida learned of the illegal transfer of the real property, pursuant to the State and National DAV Bylaws and Regulations, the Defendant Chapter Sarasota #3 was suspended which prohibits it from doing any further business.
19. DAV Sarasota #3 has notified DAV Florida that it is surrendering its charter and terminating its affiliation with DAV Florida and DAV-National.



**COUNT I - Quiet Title**

20. This is an action to quiet title the real property located in Sarasota County, Florida being described in paragraph 15 above.
21. Plaintiff incorporates herein paragraphs 1 through 19 as set forth above.
22. The corporate Bylaws of DAV Sarasota #3, states:

**ARTICLE II - ALLEGIANCE**

SECTION I: The Disabled American Veterans, Sarasota County Chapter No. 3, hereby recognizes the National Organization, known as Disabled American Veterans, Incorporated by Act of Congress, and affirms its allegiance, and subordination, to the said National Organization, its Constitution, By-Laws and all rules, mandates and regulations promulgated pursuant thereto.

23. Regulation 3 of the Regulations of the National Executive Committee Disabled American Veterans states:
  - (a) General Rule. All contracts entered into by a subordinate unit, whether or not subject to approval by the National Executive Committee and including, without limitation, leases, contracts for the sale or purchase of real or personal property and employment and consulting contracts, should advance and promote the purposes of DAV.
24. Upon information and belief DAV Sarasota #3 did not receive the fair market value of the real property transferred via the two Quit Claim Deeds attached to this Complaint. Therefore the giving away of a valuable asset does not promote the purposes of the DAV.
25. Upon information and belief DONALD THOMPSON, as Commander of DAV Sarasota #3 did not have the corporate authority to execute the Quit Claim Deed attached as Exhibit 1.

26. Exhibit 1 is void as there is no such legal entity as FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO. and no consideration was paid for the transfer to this non-entity.
27. As FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO. is a non-entity, it has no legal basis or authority to own real property in that name and has no authority or legal basis to transfer the property to THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC. as it attempted to do in Exhibit 2.
28. THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC. did not pay any consideration for the transfer of title to the property in its name.
29. As the property transfers were fraudulent and void and contrary to DAV Sarasota #3 Bylaws, the real property and assets must revert to DAV Florida and title to the real property be placed in DAV Florida's name. The rules that require this result are:
  - A. National Bylaws Section 6.4, paragraph 6 which states:

“Upon revocation of the charter of a chapter or county or district council under the jurisdiction of a state departmental, all property, money, and effects of the chapter or county or district council shall become the property of the state department.”
  - B. The Bylaws of DAV Sarasota #3 was amended on June 5, 2000 to state:

“Upon revocation of the charter of Disabled American Veterans Chapter #3, or the disbanding of said chapter, all property, money, and effects belonging to said chapter shall revert to Disabled American Veterans Department of Florida.” Attached as Exhibit 3.
30. Upon information and belief additional persons affiliated with FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING Co. and/or THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC. are members, officers, or directors of DAV Sarasota #3 and conspired to defraud DAV Florida by giving away the real property before they voluntarily revoked their chapter membership with DAV Florida and DAV National.



WHEREFORE, the Plaintiff demands that the court quiet title in the ownership of the real property to DAV Florida, rescind Quit Claim Deeds Exhibit 1 and Exhibit 2 and declare DAV Florida to be the owner of the real property.

**COUNT II - Fraudulent Transfer**

31. This is a cause of action to avoid the fraudulent transfer of real property located in Sarasota County, Florida.
32. Plaintiff incorporates herein paragraphs 1 through 19 as set forth above.
33. Prior to April 6, 2006 DAV Sarasota #3 owned real property in Sarasota County, Florida described in paragraph 15, above.
34. The active membership in DAV Sarasota #3 has declined in recent years. The individual Defendants are members, officers and directors of DAV Sarasota Chapter #3.
35. FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO., a non-legal entity allegedly has BOSTON DIXON as "President". He is a member of DAV Sarasota #3. He is also listed as the President and Registered Agent of THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC.
36. The Defendants knew that if the chapter disbanded, surrendered its charter or has it revoked that the real property and the assets of the chapter would revert to DAV Florida.
37. The Defendants intentionally and maliciously conspired to defraud DAV Florida by fraudulently transferring ownership of the real property for no consideration or reasonable value to avoid the real property reverting to DAV Florida.
38. The Plaintiff reserves the right to plead a claim for punitive damages upon a reasonable showing by evidence in the record to the court.

WHEREFORE, the Plaintiff demands judgment declaring the Quit Claim Deeds Exhibit 1 and Exhibit 2 to be fraudulent transfers and reverting title back to DAV Sarasota #3 then to DAV Florida pursuant to Count I.

**COUNT III - Breach of Fiduciary Duty**

39. This is a cause of action for breach of fiduciary duty against board members, BOSTON DIXON, IRENE B. DIXON, DONALD THOMPSON, TERRY GUNTHER, ROSA A. BRITANAK, and WILLIAM BRESLIN.
40. Plaintiff incorporates herein paragraphs 1 through 19 as set forth above.
41. As members of the Board of Directors the above listed Defendants owed a fiduciary duty to its members and to DAV Florida and DAV-National to uphold and follow the rules and regulations of the local chapter, the DAV Florida rules and regulations and the DAV-National rules and regulations.
42. The Defendants breached their fiduciary duty by allowing the transfer of the real property described in paragraph 15 to be transferred without consideration.
43. Upon information and belief the Defendants conspired to defraud and breach their fiduciary duty to avoid the property being owned by DAV Florida, which they knew or should have known would be the rightful owners if the chapter dissolved.
44. Upon information and belief the Defendants have conspired to defraud the Plaintiffs of the personal property and money or its equivalent by failing to transfer ownership to the Plaintiffs. The Defendants were members, officers and directors of DAV Sarasota Chapter #3. FRIENDS OF VETERANS OF SARASOTA, FL 34237 HOLDING CO., a non-legal entity allegedly has BOSTON DIXON as "President". He is a member of DAV Sarasota #3. He is also listed as the President and Registered Agent of THE HONORABLE DISCHARGED VETERANS OF SARASOTA COUNTY, INC.

45. The Plaintiff reserves the right to plead a claim for punitive damages upon a reasonable showing by evidence in the record to the court.

WHEREFORE, the Plaintiff demands judgment for damages against BOSTON DIXON, IRENE B. DIXON, DONALD THOMPSON, TERRY GUNTHER, ROSA A. BRITANAK, and WILLIAM BRESLIN.

**COUNT IV - Declaratory Judgment**

46. This is an action for a declaratory judgment pursuant to F.S. Chapter 86.

47. Plaintiff incorporates herein paragraphs 1 through 19, 22 through 30, 33 through 37, 41 through 43 as set forth above.

48. There is a bona fide, actual, present practical need for the declaration.

49. There is ascertained or ascertainable state of facts.

50. Ownership in the real property described in paragraph 15 and the other assets of Defendant DAV Sarasota #3 are contested by the parties.

51. All persons who have or reasonably may have an actual, present, adverse, and antagonistic interest in the property are parties to this action.

52. The relief sought is not merely the giving of legal advice by the courts or answers to questions propounded from curiosity.

53. In addition to the real property previously discussed, DAV Sarasota #3 owns or owned other valuable assets in the form of money or its equivalent and personal property. Pursuant to the Bylaws and rules cited herein, all the assets of DAV Sarasota #3 must be transferred to DAV Florida.

WHEREFORE, the Plaintiff demands that the court enter a declaratory judgment declaring:

- A. The Quit Claim Deeds, Exhibit 1 and Exhibit 2, are void; and
- B. The real property and all personalty, money, or other assets of DAV Sarasota #3 be transferred to DAV Florida.

**COUNT V - Equitable Lien**

- 54. This is a cause of action for the imposition of an equitable lien upon real property in Sarasota County.
- 55. Plaintiff incorporates herein paragraphs 1 through 19 and 41 through 44 as set forth above.
- 56. If either of the transferees are allowed to retain ownership of the real property they would be unjustly enriched and the general consideration of right and justice require the court to award an equitable lien on the real property in favor of the Plaintiff.

WHEREFORE, Plaintiff demands the court enter an order awarding the Plaintiff an equitable lien against the property.

**COUNT VI - Constructive Fraud**

- 57. This is a cause of action against the Defendants for fraud seeking damages in excess of \$15,000.00.
- 58. Plaintiff incorporates herein paragraphs 1 through 19, 22 through 30, 33 through 37, and 41 through 45, as set forth above.
- 59. The Defendants individually and collectively conspired to defraud DAV Florida of ownership of the real property and other assets of DAV Sarasota #3.
- 60. The actions taken by the Defendants were wrongful and equity demands that they be held liable for their actions.

WHEREFORE, the Plaintiff demands judgment for damages against the Defendants.

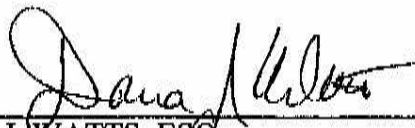
**COUNT VII - Injunction**

61. This is a cause of action for a temporary and permanent injunction.
62. Plaintiff incorporates herein paragraphs 1 through 19, 22 through 30, 33 through 37, and 41 through 44, as set forth above.
63. In addition to the real property DAV Sarasota #3 owns other assets in the form of money, its equivalent and personal property.
64. Pursuant to the Bylaws and rules of the chapter, DAV Florida and DAV-National, upon termination or revocation of its local charter, the property of the local chapter must be transferred to DAV Florida.
65. DAV Sarasota #3 has not transferred its assets to DAV Florida and by its action of transferring the real property it is apparent that it does not intend to do so.
66. If a temporary injunction is not entered the Plaintiff will suffer irreparable harm.
67. There is no adequate remedy at law.
68. The Plaintiff has a clear right to the requested relief.
69. The public interest will be served by the temporary injunction.

WHEREFORE the Plaintiff demands that the court enter a temporary injunction prohibiting the Defendants from:

- A. Transferring title of the real property;
- B. Selling or disposing of all personal property owned by DAV Sarasota #3;
- C. Freezing all financial accounts of DAV Sarasota #3;

- D. To the extent that any individual named Defendant has received any assets from DAV Sarasota #3 since April 6, 2006, to freeze the assets of each named Defendant; and
- E. Such other and further relief this court deems appropriate.



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