

**12. Has your organization been granted tax exempt status by the Internal Revenue Service?** [s. 496.405(2)(f), F.S.]

Yes 501(c)\_\_\_\_\_ If yes, you must attach a copy of the tax exemption determination letter from the IRS.  
(insert number)

No

Pending (tax exemption determination letter must be submitted with renewal or 30 days after receipt)

Revoked

**13. What is the purpose for which the organization is organized?** (Briefly and concisely explain the purpose for which your organization was created. It is best to summarize this information in your own words. Use only the space provided.) [s. 496.405(2)(b), F.S.]

The organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501c3.

**14. What is the purpose for which the contributions will be used?** (Briefly and concisely explain the purpose for which contributions will be used. Use only the space provided. Do not reference 990 or include an attachment.) [s. 496.405(2)(b), F.S.]

To assist Bahamian evacuees around The Bahamas and refugees in the USA by providing financial resources and assistance.

**15. List major program activities:** (Briefly and concisely list the main activities in which your organization participates in order to accomplish the purpose stated in the previous question. Use only the space provided.) [s. 496.405(2)(g)4, F.S.]

Coordination of flights to deliver aid, to help evacuate and to help send rebuilding supplies; Evacuation assistance; Housing; Food; Shelter; Rebuilding; Awareness seminars and preparedness events; Mental health counseling

**16. Does the charitable organization or sponsor employ a professional solicitor?** [s. 496.405(2)(e), F.S.]

Yes  No If yes, attach a copy of the current contract, and provide the following information for each.  
(attach additional sheets as necessary using the same format)

Name:

Address:

City:

State:

Zip Code:

Telephone Number:

( ) -

Florida Registration Number:

SS-

Dates of contract:

Beginning Date: / /  
Month Day Year

End Date: / /  
Month Day Year

**17. Does the charitable organization or sponsor employ a professional fundraising consultant?** [s. 496.405(2)(e), F.S.]

Yes  No If yes, attach a copy of the current contract, and provide the following information for each.  
(attach additional sheets as necessary using the same format)

Name:

Address:

City:

State:

Zip Code:

Telephone Number:  
( \_\_\_\_\_ ) \_\_\_\_\_ - \_\_\_\_\_

Florida Registration Number:  
FC- \_\_\_\_\_

Dates of contract:  
Beginning Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

End Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

**18. Does the charitable organization or sponsor utilize a commercial co-venturer?** [s. 496.405(2)(e), F.S.]

Yes  No If yes, attach a copy of the current contract, and provide the following information for each.  
(attach additional sheets as necessary using the same format)

Name:

Address:

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Telephone Number:  
( \_\_\_\_\_ ) \_\_\_\_\_ - \_\_\_\_\_

Dates of contract:  
Beginning Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

End Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

**NOTE:** Any change to the responses provided to Questions 19-24 must be reported to the department within 10 days after the change occurs. (s. 496.405(1)(b), F.S.) The Solicitation of Contributions Material Change Form, FDACS-10118, Rev. 01/15, as incorporated in Rule 5J-7.004(5), F.S., This form can be found online at [www.FreshFromFlorida.com](http://www.FreshFromFlorida.com).

**19. Is this charitable organization/sponsor authorized by any other state to solicit contributions?** [s. 496.405(2)(d)1, F.S.]

Yes  No

**20. Has the charitable organization/sponsor entered into an assurance of voluntary compliance (AVC) or agreement similar to that set forth in s. 496.420, Florida Statutes in any jurisdiction? (This is not common.)**  
[s. 496.405(2)(d)4, F.S.]

Yes  No If yes, attach a copy of the agreement.

**21. Has the charitable organization or sponsor or any of its officers, directors, trustees, or employees, regardless of adjudication, been convicted of, or found guilty of, or pled guilty or nolo contendere to, or been incarcerated within the last 10 years as a result of having previously been convicted of, or found guilty of, or pled guilty or nolo contendere to, any felony within the last 10 years?** [s. 496.405(2)(d)5, F.S.]

Yes  No If yes, please provide the following information for each individual: (attach additional sheets as necessary using the same format)

Name:

Nature of offense: \_\_\_\_\_

Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

Court having jurisdiction: \_\_\_\_\_

Disposition of offense: \_\_\_\_\_

Date: \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
Month Day Year

Does this individual engage in solicitation activities?  Yes  No

**22.** Has the charitable organization/sponsor or any of its officers, directors, trustees, or employees, regardless of adjudication, been convicted of, or found guilty of, or pled guilty or nolo contendere to, or been incarcerated within the last 10 years as a result of having previously been convicted of, or found guilty of, or pled guilty or nolo contendere to, any crime involving fraud, theft, larceny, embezzlement, fraudulent conversion, misappropriation of property, or any crime enumerated in this chapter or resulting from acts committed while involved in the solicitation of contributions within the last 10 years? [s. 496.405(2)(d)6, F.S.]

Yes  No If yes, please provide the following information for each individual: (attach additional sheets as necessary using the same format)

Name:

Nature of offense:

Date:

\_\_\_\_ / \_\_\_\_ / \_\_\_\_  
Month Day Year

Court having jurisdiction:

Disposition of offense:

Date:

\_\_\_\_ / \_\_\_\_ / \_\_\_\_  
Month Day Year

Does this individual engage in solicitation activities?  Yes  No

**23.** Has the charitable organization/sponsor or any of its officers, directors, trustees, or principal salaried executive personnel been enjoined in any jurisdiction from soliciting contributions or been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets?

[s. 496.405(2)(d)2,(2)(d)7, F.S.]

Yes  No If yes, please provide the following information for each individual (attach additional sheets as necessary using the same format).

Name:

Court issuing the injunction:

Date of injunction:

\_\_\_\_ / \_\_\_\_ / \_\_\_\_  
Month Day Year

**24.** Has the charitable organization/sponsor had its registration or authority denied, suspended, or revoked by any governmental agency? [s. 496.405(2)(d)3, F.S.]

Yes  No If yes, please explain the reasons for the denial, suspension or revocation:

**25.**  I have attached the conflict of interest annual certification to this registration application. [s. 496.4055, F.S.]

**26.** Indicate the type of financial statement you are filing for the immediately preceding fiscal year ending

12/31/2019 : [s. 496.405(2)(a), F.S.]

- Budget (newly formed organizations only)
- Department's financial statement form - See pages 8-10
- 990 and all attachments - See item #26 of instructions for completing the Financial Statement
- 990-EZ and Schedule O - See item #26 of instructions for completing the Financial Statement
- 180 Day Extension requested for financial statement only. (Failure to file a financial statement within the 180 days will result in an automatic suspension of your registration.) [s. 496.405(1)(d)2, F.S.]

**27.** Charitable organizations or sponsors that receive at least \$500,000 in annual contributions must have their financial statement reviewed or audited by an independent certified public accountant. If annual contributions are more than \$1 million, then the financial statement must be audited by an independent certified public accountant. [s. 496.407(1)(d), F.S.]

Attached is a copy of signed CPA review or audit  Yes  No

**ONLY SPONSORS NEED TO ANSWER THE FOLLOWING QUESTIONS:**

"Sponsor" means a group or person who is or holds herself or himself out to be soliciting contributions by the use of a name that implies that the group or person is in any way affiliated with or organized for the benefit of emergency service employees or law enforcement officers and the group or person is not a charitable organization. The term includes a chapter, branch, or affiliate that has its principal place of business outside the state if such chapter, branch, or affiliate solicits or holds itself out to be soliciting contributions in this state.

**28. Answer the following:** [s. 496.426, F.S.]

- a. Does the organization consist of members who are individuals of whom at least 10% or 100 members, whichever is less, are actively employed as law enforcement officers or emergency service employees by an agency of the United States, this state, a municipality, or a political subdivision of this state, and who personally sign written membership agreements with the organization and pay an annual membership of not less than \$10 a member?  
 Yes     No
- b. Total number of sponsor's members: \_\_\_\_\_
- c. Total number of members actively employed as law enforcement or emergency service employees: \_\_\_\_\_
- d. Percentage of total net contributions, which are dispersed in the state on behalf of its members in furtherance of its stated purposes or programs (defined as the total amount of all contributions raised minus the total cost of expenses incurred in raising contributions solicited): \_\_\_\_\_ %

**CONTACT PERSON**

**29. Contact person for the charitable organization or sponsor:**

**Name:** Breanna McCarthy \_\_\_\_\_ **Title:** Attorney \_\_\_\_\_

**Telephone Number:** (407 ) 674 - 2657 \_\_\_\_\_ **Email Address:** breanna@chisholmfirm.com \_\_\_\_\_

**CERTIFICATION**

I, Breanna McCarthy, am the attorney,  
Name Title  
 completing the application for Head Foundation (previously HeadKnowles Bahamas Foundation)  
Name of Organization or Company

**And further state as follows:** (Please check all that apply)

- I have read the registration application and know the contents thereof; and
- The registration application is made for the purpose of complying with the provisions of Chapter 496, Florida Statutes, Solicitation of Contributions Act

I certify that I am authorized to complete this registration application and that the information provided is true and accurate.

Breanna McCarthy/ \_\_\_\_\_ Breanna McCarthy \_\_\_\_\_ 9/25/2019 \_\_\_\_\_  
Signature Printed Name Date

( 407 ) 674 - 2657 \_\_\_\_\_ breanna@chisholmfirm.com \_\_\_\_\_  
Telephone Number Email Address

## FINANCIAL STATEMENT

FOR FISCAL YEAR ENDING 12 / 31 / 2019

*(Please use department material change form if your organization's fiscal year ending changes.)*

Head Foundation \_\_\_\_\_

CH \_\_\_\_\_

DTN \_\_\_\_\_

NAME OF CHARITABLE ORGANIZATION \_\_\_\_\_

FOR RENEWALS \_\_\_\_\_

Is this a consolidated financial statement for chapters, branches, or affiliates?  Yes  No

**NOTE:** In lieu of using this financial statement you may send the **IRS Form 990** and all attached schedules or the **IRS Form 990EZ** and Schedule O.

**\*\* IRS 990N E-Postcard and IRS 990-PF are not acceptable Financial Statements.**

### REVENUE

**1. Federated campaigns:**

*(must provide a list of sources and amounts)*

1. 0

**2. Government grants:**

*(must provide a list of sources and amounts)*

2. 0

**3. Program service revenue:**

3. 0

**4. Membership dues:**

4. 0

**5. Income from interest, dividends, etc.**

5. 0

**6. Income from investments & tax-exempt bond proceeds:**

6. 0

**7. Sale of assets other than inventory:**

a. Gross sales

7a. 0

b. Less sales expenses

7b. 0

c. Net gain or (loss) from sale of assets

7c. 0

**8. In-kind contributions (non-cash contributions):**

8. 0

**9. Royalties:**

9. 0

**10. Related organizations:** *(Must provide a list of sources and amounts)*

10. 0

**11. Net rental income:**

11. 0

**12. Sales of inventory:**

a. Gross sales

12a. 0

b. Less: costs of goods sold

12b. 0

c. Net income or (loss) from inventory sales

12c. 0

**13. Income from fundraising events:**

a. Gross

13a. 0

b. Less: direct expenses

13b. 0

c. Net income or (loss) from fundraising events

13c. 0

**14. Income from gaming activities:**

a. Gross

14a. 0

b. Less: direct expenses

14b. 0

c. Net income or (loss) from gaming activities

14c. 0

**15. All other contributions, gifts, grants & similar amounts:**

15. 1,229,976.84

**16. TOTAL REVENUE**

*(Add lines 1,2, 3, 4, 5, 6, 7c, 8, 9, 10, 11, 12c, 13c, 14c & 15)*

16. 1,229,976.84

**Statement of Functional Expenses for** Head Foundation  
(Organization Name)

**CH** \_\_\_\_\_  
(Renewals Only)

ITEMS	(A) Program Services	(B) Management & General	(C) Fundraising	TOTAL for A,B, C
Grants & allocations Cash _____ Non Cash _____ Attach schedule	0			0
Assistance to individuals	1,027,211.16			1,027,211.16
Benefits to or for members	0			0
Compensation to officers, etc.	0	0	0	0
Other salaries, wages, etc.	0	0	0	0
Fees for service non employees	0	0	0	0
Other benefits, pensions, etc.	0	0	0	0
Payroll taxes	0	0	0	0
Professional fundraising fees	0	0	0	0
Investment management fees	0	0	0	0
Accounting fees	0	627.50	0	627.50
Management	0	4000	0	4000
Legal fees	0	5995	0	5995
Lobbying	0	0	0	0
Office supplies	0	0	0	0
Telephone	0	0	0	0
Postage & shipping	0	0	0	0
Equipment rental	0	0	0	0
Occupancy	0	0	0	0
Printing	0	0	0	0
Travel	0	5331.95	0	5331.95
Conferences & meetings	0	0	0	0
Interest	0	0	0	0
Insurance	0	0	0	0
Advertising & promotions	0	0	0	0
Information technology	0	3,050.45	0	3,050.45
Royalties	0	0	0	0
Payments to affiliates	0	0	0	0
Depreciation, depletion & amortization	0	0	0	0
Other (List Item)	0	0	0	0
Other (List Item)	0	0	0	0
Other (List Item)	0	0	0	0
<b>TOTAL EXPENSES</b>	<b>(A) 1,027,211.16</b>	<b>(B) 19,004.90</b>	<b>(C)</b>	<b>TOTAL 1,046,220.06</b>

**EXPENSES:**

17. Program services expenses, including payments to affiliates  
(Total of column A)

17. 1,027,211.16

18. Management & general (Total of column B)

18. 19,008.90

19. Fundraising (Total of column C)

19. 0

20. TOTAL EXPENSES (add lines 17, 18 & 19)

20. 1,046,220.06

**NET ASSETS:**

21. Excess (or deficit) for the year (line 16 less line 20)

21. 183,756.78

22. Net assets of fund balance at beginning of year

22. 0

23. Net assets or fund balance at end of year (add lines 21 & 22)

23. 183,756.78

**BALANCE SHEET:**

	(A) Beginning of Year	(B) End of Year
Cash, savings and investments		
Land and building	0	183,756.78
Other assets (describe on separate sheet)	0	0
<b>Total assets</b>	0	183,756.78
<b>Total liabilities (describe on separate sheet)</b>	0	0
<b>Total assets or fund balance</b>	(From Line 22)0	(From Line 23)183,756.78

# SUPPLEMENTAL CONSOLIDATED FINANCIAL STATEMENT

Parent Organization Name \_\_\_\_\_

CH # \_\_\_\_\_  
(Renewals Only)

This form is required and may be reproduced to accommodate all affiliate locations. Additional pages may be attached if additional space is needed using the same format.

**1. Name:**

\_\_\_\_\_

**Street Address:**

\_\_\_\_\_

**City:** \_\_\_\_\_ **State:** \_\_\_\_\_ **Zip Code:** \_\_\_\_\_

**Telephone Number:** ( \_\_\_\_\_ ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**Total contributions received in the name of Chapter, Branch or Affiliate** \$ \_\_\_\_\_  
**Total Administrative costs accessed by Parent to Chapter, Branch or Affiliate** \$ \_\_\_\_\_  
**Total payments to Chapter, Branch or Affiliate** \$ \_\_\_\_\_

**2. Name:**

\_\_\_\_\_

**Street Address:**

\_\_\_\_\_

**City:** \_\_\_\_\_ **State:** \_\_\_\_\_ **Zip Code:** \_\_\_\_\_

**Telephone Number:** ( \_\_\_\_\_ ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**Total contributions received in the name of Chapter, Branch or Affiliate** \$ \_\_\_\_\_  
**Total Administrative costs accessed by Parent to Chapter, Branch or Affiliate** \$ \_\_\_\_\_  
**Total payments to Chapter, Branch or Affiliate** \$ \_\_\_\_\_

**3. Name:**

\_\_\_\_\_

**Street Address:**

\_\_\_\_\_

**City:** \_\_\_\_\_ **State:** \_\_\_\_\_ **Zip Code:** \_\_\_\_\_

**Telephone Number:** ( \_\_\_\_\_ ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**Total contributions received in the name of Chapter, Branch or Affiliate** \$ \_\_\_\_\_  
**Total Administrative costs accessed by Parent to Chapter, Branch or Affiliate** \$ \_\_\_\_\_  
**Total payments to Chapter, Branch or Affiliate** \$ \_\_\_\_\_





**FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS**

Attached is a form for filing *Articles of Amendment* to amend the articles of incorporation of a *Florida Not for Profit Corporation* pursuant to section 617.1006, Florida Statutes. This is a basic amendment form and may not satisfy all statutory requirements for amending.

A corporation can amend or add as many articles as necessary in one amendment.

- The original incorporators cannot be amended.
- If amending the name of the corporation, the new name must be distinguishable on the records of the Florida Department of State. A preliminary search for name availability can be made through the Division's website at [www.sunbiz.org](http://www.sunbiz.org). You are responsible for any name infringement that may result from your corporate name selection.
- If amending the registered agent, the new agent must sign accepting the appointment and state that he/she is familiar with the obligations of the position.
- If amending/adding officers/directors, list titles and addresses for each officer/director.

**If a section is not being amended, enter N/A or Not Applicable.  
The document must be typed or printed and must be legible.**

The document must be typed or printed and must be legible.

Pursuant to section 617.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90<sup>th</sup> day after the date on which the document is filed.

<b>Filing Fee</b>	<b>\$35.00</b> (Includes a letter of acknowledgment)
<b>Certified Copy (optional)</b>	<b>\$8.75</b>
<b>Certificate of Status (optional)</b>	<b>\$8.75</b>

Send one check in the total amount made payable to the Florida Department of State.

Please include a letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

For further information you may call the Amendment Section at (850) 245-6050

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** HEADKNOWLES BAHAMAS FOUNDATION INC

**DOCUMENT NUMBER:** N19000009388

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Breanna McCarthy  
(Name of Contact Person)

Chisholm Law Firm, LLC  
(Firm/ Company)

37 N Orange Ave., Suite 500  
(Address)

Orlando, Florida 32801  
(City/ State and Zip Code)

breanna@chisholmfirm.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Breanna McCarthy at 407-674-2657  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Articles of Amendment  
to  
Articles of Incorporation  
of**

HEADKNOWLES BAHAMAS FOUNDATION INC

(Name of Corporation as currently filed with the Florida Dept. of State)

N19000009388

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Head Foundation, Inc.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

1065 E SR434 #195861

*(Principal office address **MUST BE A STREET ADDRESS**)* Winter Springs FL 32708

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

PO Box 195861

Winter Springs FL 32719

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent:* \_\_\_\_\_

*(Florida street address)*

*New Registered Office Address:* \_\_\_\_\_

*(City)*

\_\_\_\_\_, Florida

*(Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____



The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9/16/19

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Italya Head ITALYA E. HEAD  
(Typed or printed name of person signing)

President \_\_\_\_\_  
(Title of person signing)

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### **ARTICLE III PURPOSE**

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.
- (5) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- (6) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

### **ARTICLE VI LIABILITY STATEMENT**

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.





# **Exhibit L**

## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Friday, September 20, 2019 12:35 PM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** RE: Chapter 496 Investigation

Good afternoon, Mr. Mueller,

Thank you so much for reaching out to me. I just left you a voicemail at both your office and cell phone but wanted to reach out through here as well. I should be in the office the rest of the afternoon, so please feel free to call me at 407-888-8745.

Look forward to speaking with you.

**Mirisasha A. Velez, CFE, CPM, CSM**  
Senior Financial Investigator – Regulatory Investigation Section  
Office of Agricultural Law Enforcement  
Florida Department of Agriculture and Consumer Services

(407) 888-8745  
(407) 888-8747 Fax  
[Sasha.Velez@FDACS.gov](mailto:Sasha.Velez@FDACS.gov) \*\*\* please note new email as of 09/13/2019 \*\*\*

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**From:** William F. Mueller <WMueller@kelleykronenberg.com>  
**Sent:** Friday, September 20, 2019 11:19 AM  
**To:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Cc:** Tom Mersch <tmersch@kelleykronenberg.com>  
**Subject:** Chapter 496 Investigation

Hello Ms. Velez—

My name is Bill Mueller and my firm represents the HeadKnowles Foundation of the Bahamas. Our firm has recently been retained to investigate the fundraising efforts of a Ms. Lia Head regarding Hurricane Dorian fundraising relief efforts.

My client became aware and then notified me that you are conducting a Florida Statutes Chapter 496 investigation. I would like to speak with you at your earliest convenience about your investigation.

I just left you a message on your voicemail. My cell phone number is 305.343.4950. I'd appreciate a call back at your earliest convenience.

I look forward to hearing from you soon.

Sincerely,

Bill

**William F. Mueller, Esq.**  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
Website | Email



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## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Monday, September 23, 2019 2:03 PM  
**To:** GoFundMe  
**Cc:** William F. Mueller; Tom Mersch  
**Subject:** Hurricane Dorian assist #2

Good afternoon Keelin and Kristen,

I wanted to introduce to you, Mr. William Mueller, of the firm Kelley Kronenberg (copied here). He represents the Bahamian organization, HeadKnowles Foundation of Bahamas. There is a GFM campaign, url: <https://www.gofundme.com/f/headknowles-emergency-funds> – that makes it appear as if they are the beneficiary. In reality, the organizer is the one with control of the funds. Although the organizer (after notice) has actually given approx. \$1 million of the funds to said organization, there is still question as to the remaining \$400,000+ balance (and donations continue to come in daily).

I was advised by your section to have Mr. Mueller (on behalf of the organization) send in some sort of correspondence detailing the situation so I am directing him to you in hopes you can assist.

If you have any questions or concerns, please do not hesitate to contact me.

Thank you, as always, for your help and cooperation.

**Mirisasha A. Velez, CFE, CPM, CSM**  
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## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Thursday, September 26, 2019 8:56 AM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** RE: Hurricane Dorian assist #2

Good morning!

TheHead.Org is not registered as a charity here in FL. Yet. So if someone was told they were, then that was incorrect and misleading information.

Ms. Head did in fact submit an application to our Department *just yesterday* afternoon, but that has not been reviewed/looked at/decided upon yet. Until that license is issued, they are unregistered and in violation if they solicit.

In addition, the organization submitted paperwork to the Secretary of State (which they provided to us) that will be changing the name from HeadKnowles Bahamas Foundation Inc. to HEAD FOUNDATION, INC. However, that was just submitted to the SOS as well, so I do not believe the name change has occurred just yet officially on that end.

Hopefully this answers everything! Please let me know if I can assist with anything else.

PS: I had another conversation with GoFundMe yesterday and I know they want to speak with you. I hope you received their correspondence regarding this.

**Mirisasha A. Velez, CFE, CPM, CSM**  
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**From:** William F. Mueller <WMueller@kelleykronenberg.com>  
**Sent:** Thursday, September 26, 2019 8:46 AM  
**To:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Cc:** Tom Mersch <tmersch@kelleykronenberg.com>  
**Subject:** RE: Hurricane Dorian assist #2

Good morning Sasha—

I trust this email finds you well.

When we spoke the other day, I believe you mentioned Ms. Head's other organization/website, "TheHead.org."

I think you mentioned you were investigating that operation as well. I can't find that organization on Sunbiz.

Additionally, my client told me that someone informed her that “TheHead.org” is a “duly registered organization” with your agency. That doesn’t sound correct at all. Do you have any insight on what that might mean?

Thank you.

Warm regards,

Bill

**William F. Mueller, Esq.**  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
[Website](#) | [Email](#)



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**From:** William F. Mueller  
**Sent:** Tuesday, September 24, 2019 7:05 AM  
**To:** Velez, Sasha <[Sasha.Velez@fdacs.gov](mailto:Sasha.Velez@fdacs.gov)>  
**Cc:** Tom Mersch <[tmersch@kelleykronenberg.com](mailto:tmersch@kelleykronenberg.com)>  
**Subject:** FW: Hurricane Dorian assist #2

Good morning Sasha—

I didn’t hear back from Keelin and Kristen, did you by chance? I was hoping to have a call with them today.

Do you have their phone numbers?

Thank you, again.

Warm regards,

Bill

William F. Mueller, Esq.  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
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**From:** Velez, Sasha [<mailto:Sasha.Velez@fdacs.gov>]  
**Sent:** Monday, September 23, 2019 2:03 PM  
**To:** GoFundMe <[support+id5350649@gofundme.zendesk.com](mailto:support+id5350649@gofundme.zendesk.com)>  
**Cc:** William F. Mueller <[WMueller@kelleykronenberg.com](mailto:WMueller@kelleykronenberg.com)>; Tom Mersch <[tmersch@kelleykronenberg.com](mailto:tmersch@kelleykronenberg.com)>  
**Subject:** Hurricane Dorian assist #2

Good afternoon Keelin and Kristen,

I wanted to introduce to you, Mr. William Mueller, of the firm Kelley Kronenberg (copied here). He represents the Bahamian organization, HeadKnowles Foundation of Bahamas. There is a GFM campaign, url: <https://www.gofundme.com/f/headknowles-emergency-funds> – that makes it appear as if they are the beneficiary. In reality, the organizer is the one with control of the funds. Although the organizer (after notice) has actually given approx. \$1 million of the funds to said organization, there is still question as to the remaining \$400,000+ balance (and donations continue to come in daily).

I was advised by your section to have Mr. Mueller (on behalf of the organization) send in some sort of correspondence detailing the situation so I am directing him to you in hopes you can assist.

If you have any questions or concerns, please do not hesitate to contact me.

Thank you, as always, for your help and cooperation.

**Mirisasha A. Velez, CFE, CPM, CSM**  
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## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Thursday, September 26, 2019 9:04 AM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** FW: [GoFundMe] Update: Hurricane Dorian assist

Hello again,

Here's the email I received from GFM which I thought was also sent to you, but I know how cyberspace works -- here one minute, poof the next!

**Mirisasha A. Velez, CFE, CPM, CSM**  
Senior Financial Investigator – Regulatory Investigation Section  
Office of Agricultural Law Enforcement  
Florida Department of Agriculture and Consumer Services

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**From:** Community Management Team (GoFundMe) <support@gofundme.zendesk.com>  
**Sent:** Wednesday, September 25, 2019 12:22 PM  
**Cc:** Velez, Sasha <Sasha.Velez@fdacs.gov>; William F. Mueller <wmueller@kelleykronenberg.com>  
**Subject:** [GoFundMe] Update: Hurricane Dorian assist

Your email has been added to a GoFundMe support email thread. Just reply to this email to contribute to the conversation.



**Community Management Team (GoFundMe)**

Sep 25, 9:21 AM PDT

Thanks so much for your help, Sasha.

It's great to hear from you, Bill. I can work closely with Francis Bova to work out the best time for us to discuss this matter further. Can you let me know a few times that work for you this Thursday or Friday?

In the meantime, I can confirm we have a hold on all outgoing withdrawals.

Thank you,

Kristen  
Community Management Team

GoFundMe Trust & Safety – <https://www.gofundme.com/c/safety>  
More questions? Check out our Help Center here – <http://support.gofundme.com>

---



**Community Management Team (GoFundMe)**

Sep 23 9 20 AM PDT

Thanks so much for reaching out, Sasha.

I was unable to open the attachment you provided, but I was able to track down the conversation between our team and Steven Posner, the campaign organizer of [Treasure Cay, Bahamas – Hurricane Disaster Relief](#).

I can see we last left off with steps to help the organization receive the funds so we'll reach out today to see what might be causing trouble with those steps or help address any questions or concerns he may have. We'll make sure the funds reach the organization.

I really appreciate you notifying us about this. Don't hesitate to reach out if any questions or concerns come up.

Kind regards,

Kristen  
Community Management Team

GoFundMe Trust & Safety – <https://www.gofundme.com/c/safety>  
More questions? Check out our Help Center here – <http://support.gofundme.com>

---



**Community Management Team (GoFundMe)**

Sep 18, 4:41 PM PDT

Thank you for getting in touch, Sasha.

I can certainly shed some light on your question. If there any of those on your sheet have been closed, their link will no longer be viewable.

I want to let you know I am heading out of town for until October 4th. If you have any additional questions my colleague, Kristen, will be available to answer. You can simply respond to this email and she will follow up.

Best,

Keelin  
Community Management Team

GoFundMe Trust & Safety – <https://www.gofundme.com/c/safety>  
More questions? Check out our Help Center here – <http://support.gofundme.com>

---



**Velez, Sasha**

Sep 12, 5:05 AM PDT

Yes, thank you – things seem to be working since we last spoke. Thank you, Alex, and everyone else who assisted!

If something comes up, I'll definitely let you know.

Regards,

Mirisasha A. Velez, CFE, CPM, CSM

Senior Financial Investigator – Regulatory Investigation Section

Office of Agricultural Law Enforcement

Florida Department of Agriculture and Consumer Services

(407) 888-8745

(407) 888-8747 Fax

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**Community Management Team (GoFundMe)**

Sep 11, 2 16 PM PDT

Hi Sasha,

This is Keelin stepping in for my colleague, Alex. He brought your message to my attention.

On Friday we worked together on troubleshooting, everything should be all set for you now. However, please don't hesitate to outreach again in the future if anything else comes up.

Best,

Keelin  
GoFundMe Trust & Safety Lead



**Velez, Sasha**

Sep 9, 5 13 AM PDT

Hi Alex,

I'm so sorry about all the trouble. Here it is in PDF format.

Thanks!

Mirisasha A. Velez, CFE, CPM, CSM

Senior Financial Investigator – Regulatory Investigation Section

Office of Agricultural Law Enforcement

Florida Department of Agriculture and Consumer Services

(407) 888–8745 \*\* Please note new phone number \*\*

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Attachment(s)

[Hurricane Dorian GoFundMe.pdf](#)



**Trust and Safety Team (GoFundMe)**

Sep 7, 8:45 AM PDT

Hello Ms. Velez,

I saw the new attachment, however, I received an error message when pulling it up.

Could you try to send the document again as a pdf file? Those usually work.

Thank you,

Alex

GoFundMe Trust & Safety team



**Velez, Sasha**

Sep 6, 9 37 AM PDT

Hi Alex,

Yes, thank you so much for reaching out! I hope the attachment comes through this time – please let me know.

Mirisasha A. Velez, CFE, CPM, CSM

Senior Financial Investigator – Regulatory Investigation Section

Office of Agricultural Law Enforcement

Florida Department of Agriculture and Consumer Services

(407) 888–8745 \*\* Please note new phone number \*\*

(407) 888–8747 Fax

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Attachment(s)

[Hurricane Dorian GoFundMe.xlsx](#)



**Trust and Safety Team (GoFundMe)**

Sep 6, 8 09 AM PDT

Hello Ms. Velez,

This is Alex with GoFundMe's Trust and Safety team. We have worked together before and can help you here.

I was unable to pull up the attached document with the campaigns you are concerned about. Could you re-attach that sheet directly to this email thread?

Regards,

Alex  
GoFundMe Trust & Safety team



**Velez, Sasha**

Sep 6, 5:37 AM PDT

This is a follow-up to your previous request [#3076073](#) "RE: ATTN – [Legal] Question"

Good morning, Daniel,

Sadly we have another major catastrophe that we need help with. My agency has compiled a list of campaigns on GoFundMe that we are concerned about, some which are taking in a substantial amount of money, to try and get them into compliance. Our Bureau of Compliance attempted to contact each campaign organizer individually through the campaign site itself, but for some reason our emails are not going through (I've attached a screenshot of what the error message is saying).

Because the emails are bouncing/not coming through, we wanted 1) to alert you of this as we are not sure whether it's from our end or not and 2) ask if there is any way you could assist us in contacting each campaign? We have a standard blurb we were sending to each one, but not sure if you want that or not.

Any help or suggestions you could provide would be most helpful. All of these on the list are based out of Florida (see attached spreadsheet).

As always, thank you for any/all your help.

Mirisasha A. Velez, CFE, CPM, CSM

Senior Financial Investigator – Regulatory Investigation Section

Office of Agricultural Law Enforcement

Florida Department of Agriculture and Consumer Services

(407) 888-8745 \*\* Please note new phone number \*\*

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Attachment(s)

[image001.jpg](#)

[Hurricane Dorian GoFundMe.xlsx](#)



# **Exhibit M**

## William F. Mueller

---

**From:** William F. Mueller  
**Sent:** Thursday, October 03, 2019 2:42 PM  
**To:** Velez, Sasha  
**Cc:** Tom Mersch  
**Subject:** Lia Head--Update

Hello Sasha—

I trust this email finds you well.

Gina Knowles, a Director for my client the HeadKnowles Foundation, Bahamas, received the email below from Lia Head this morning. I believe it reveals two things: 1) It corroborates the facts that we have previously shared with you, and 2) It provides evidence that the unaccounted for \$250,000 is indeed unaccounted for and confirms our suspicion of financial irregularities. (Please note: the numbers referenced below are approximate. I will follow-up at a future date with a more detailed analysis).

- 1) **GoFundMe (“GFM”) investigation**: Because of your introduction, we have spoken with and have been in communication with Yoshiko Inoue, GFM’s general counsel. I have told Ms. Inoue that my client informed me that the documentation that Ms. Head used to obtain authorization for the GFM campaign is not valid. Apparently, Ms. Inoue has taken this to heart and is demanding clarity from Ms. Head. I have given permission to Ms. Inoue to speak with my client directly on a call (I will be on the call as well) to further her due diligence and investigation. I believe that call will happen sometime next week.
- 2) **Funds received by my client**: Please note the amount Ms. Head is seeking a detailed use of funds for, namely, the approximate \$1 million. When we initially called you, I explained that my client had indeed received the approximate \$1 million but that approximately \$400k has been unaccounted for. Ms. Head’s email below corroborates the amount we received and reported to you.
- 3) **Funds frozen by GFM**: As you initially indicated to me after my initial contact, GFM has frozen approximately \$207,000. Ms. Head corroborates that amount is still frozen.
- 4) **Illegal Activity**: Ms. Head’s email clearly states that she believes she has broken the law referring to an impending IRS investigation. Additionally, as you’ve stated, her GFM campaign is out of compliance with Florida law. Moreover, Ms. Head suggests that Ms. Knowles is involved with her illegal activity. My client has told me that Ms. Knowles, and specifically, the HeadKnowles Foundation has only been involved in receiving the initial approximate \$1 million. Based on my understanding of the facts today, my client has no knowledge of and has not participated in any illegal activity. As I previously mentioned to you, my client is a legal not for profit Bahamian entity. Our firm was retained when Ms. Head became incommunicado regarding the unaccounted for approximate \$400,000 (the difference between what was raised \$1.4 million and the \$1 million that was transferred to HeadKnowles Foundation, Bahamas.). Ms. Head, in her email, is attempting to implicate my client into her illegal activity. My client is considering legal action against Ms. Head now related to the inappropriate use of the HeadKnowles Foundation and potential damage to the Foundation’s reputation.
  - a. **Unaccounted for approximate \$250,000** : The most troubling aspect of Ms. Head’s email is that she doesn’t address an unaccounted for \$250,000 (the difference between the \$1.4 million raised in the GFM campaign and the \$207,000 frozen with GFM). Where is that money? I hate to think that it was inappropriately used for Ms. Head’s personal affairs. I think she was probably going to take the unaccounted for approximate \$250,000 and fund her new Head.org organization. Apparently Ms. Head

believes that the rest of the world doesn't understand how to do basic math, or perhaps, if she thought that if she could slap together some loose reasons, GFM and the State of Florida could be mollified and bamboozled.

Sasha, we are seeking your advice on next steps at this juncture. If you'd like, I can set up a quick call with Tom and myself to discuss at your earliest convenience.

Thank you, as usual,

Warm regards,

Bill

### **Lina Head's email to Gina Knowles**

**From:** "Lia :: Head's Up! Network Ltd" <[headcob@gmail.com](mailto:headcob@gmail.com)>  
**Date:** 3 October 2019 at 7:50:00 AM GMT-4  
**To:** Gina Knowles <[gina.marie.knowles@gmail.com](mailto:gina.marie.knowles@gmail.com)>  
**Cc:** Head Knowles <[headknowles@gmail.com](mailto:headknowles@gmail.com)>, Lia Head <[liasmlies@gmail.com](mailto:liasmlies@gmail.com)>  
**Subject:** Outstanding Receipt for IRS and GoFundMe

Mawnin Gina.

Hope you're remembering self care so you don't get ill. It's hard but needed.

I am writing to again ask you to PLEASE send me a receipt for the \$1.007M sent on Sept 9 & 16 - along with a small outline on how you're budgeting to spend it. The legal department at GFMe is still awaiting that info and truly refuse to close it down until they receive that info, as it all has to be reported to the IRS.

Can you please ensure this is done so we both stay out of trouble with the law? The screen shot of the RBC Terminal is not acceptable to any of them on the US side.

Even if you type out in an email that you received the cash and you will be using it for a list of reasons. I wrote mine in 10 minutes ... for example you can even put the Home for the Elderly that you wanted to do... I have:

- Education
- Home repairs
- Rebuilding efforts and supplies
- Volunteer costs

The basic projects we've done before.

Once I get that from you, I can submit to them and get you the final \$207K sitting there in their account. And close it down and get this nightmare to stop.

Please do it so you and I don't have to go through the IRS and investigations that are almost imminent at this point. One receipt and outline and it's all set.

Can you please do it and send it? Either directly to me, or have Atkinson send to Darnell Osborne who is my accountant (from Dairy Queen) ... but a proper receipt is necessary to clear our names.

Would truly appreciate us doing this and not having any issues with the law.

Please let me know your thought - and hopefully - please let me know when you're sending it.

Thanks Gina. Honestly, thanks.

Lia xx

--

Sent from Gmail Mobile

**William F. Mueller, Esq.**  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
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## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Friday, October 04, 2019 3:39 PM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** FYI

Hello gentlemen,

Just wanted to confirm I have a meeting set up with Ms. Head on Monday afternoon. I will keep you posted!

Have a good weekend,

**Mirisasha A. Velez, CFE, CPM, CSM**  
Senior Financial Investigator – Regulatory Investigation Section  
Office of Agricultural Law Enforcement  
Florida Department of Agriculture and Consumer Services

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## William F. Mueller

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**From:** William F. Mueller  
**Sent:** Monday, October 07, 2019 11:59 AM  
**To:** Velez, Sasha  
**Cc:** Tom Mersch  
**Subject:** HeadKnowles Foundation Documents  
**Attachments:** HKF 2018 NOT Approved NPO Docs.pdf; HKF Company Documents.pdf; 2018 Bahamian Gov't Defect Letter of Previous Docs.pdf

Hi Sasha—

I wanted to get the attached into your hands before the 130 meeting.

I am sending you these documents to illustrate how Lia Head used invalid corporate formation documents to obtain authorization from GoFundMe for her campaign. Having this could prove useful for your meeting today.

There are 3 documents attached.

- 1) 2018 HeadKnowles Foundation (HKF) documents. These are **NOT** approved by the Bahamian government. These are the one Lia Head used for approval from GoFundMe.
- 2) 2019 HKF documents. These **are** approved by the Bahamian government. This entity is my client.
- 3) A letter the Bahamian government sent explaining why the 2018 documents **were not** approved. These issues were never corrected.

Thank you.

Bill

William F. Mueller, Esq.  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
[Website](#) | [Email](#)



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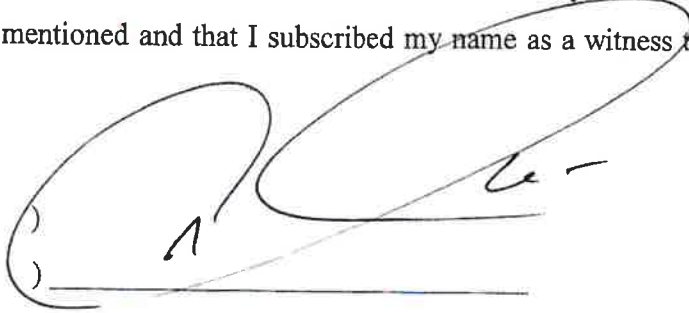
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**COMMONWEALTH OF THE BAHAMAS**

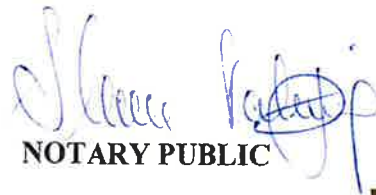
New Providence

I, **NERISSA A. GREENE**, of the Western District of the Island of New Providence in the Commonwealth of The Bahamas, make oath and say that I was present and saw **Gina Knowles and Italya Head Rigby** all of Nassau, Bahamas sign and deliver the annexed Memorandum of Association of **HeadKnowles Foundation** dated the 1st day of March 2018 for the purposes therein mentioned and that I subscribed my name as a witness to the due execution thereof.

SWORN to this 22nd day  
of March A. D., 2018

A large, stylized handwritten signature in black ink, appearing to read 'NERISSA A. GREENE', written over a horizontal line. The signature is enclosed in a large, loopy oval shape.

Before Me,

A handwritten signature in blue ink, appearing to read 'Sharon A. Smith-Rolle', written above the printed text 'NOTARY PUBLIC'.

NOTARY PUBLIC





**COMMONWEALTH OF THE BAHAMAS**

**THE COMPANIES ACT, 1992**

\*\*\*\*\*

**MEMORANDUM ASSOCIATION  
OF  
HEADKNOWLES FOUNDATION**

\*\*\*\*\*

**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

---

1. The name of the Company is HeadKnowles Foundation (**the “Company”**).
2. The Registered Office of the company is situate at the offices of Island Cellular Limited in the City of Nassau in the Island of New Providence in the Commonwealth of The Bahamas and the postal address for the Registered Office is P. O. Box Ss-19731, Nassau, The Bahamas.
3. The objects for which the Company is established are to support charities and charitable purposes anywhere in the world and without derogating from the generality of the foregoing the Company acting by its Directors may do all or any of the following acts and things:-
  - i. Accept and take any gift, donation or endowment of any kind, and make any gift, donation or endowment anywhere in the world if to do so would in the opinion of the Directors be conducive to the attainment of any of the objects of the Company;
  - ii. Take such steps by personal or written appeals, staging fundraisers or otherwise, as may from time to time be deemed expedient for the purpose of acquiring sponsors or benefactors, procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise;
  - iii. Make financial provision for the administrative and operational expenses of the Company and for the discharge of any obligations of the company (including the making of provision for contingent

- obligations) and to determine from time to time amounts of money needed to be raised or set aside for the purposes aforesaid;
- iv. Establish and support or aid in the establishment and support of any other company or partnership, association, foundation, society, trust, or other organization formed for all or any of the objects of the Company;
  - v. Affiliate or otherwise enter into association with any companies, associations, partnerships, societies, foundations, trusts, or organizations having objects that are similar, whether wholly or in part, to those of the Company;
  - vi. Transfer all or any part of the assets of the Company to any one or more of the companies, associations, partnerships, societies, foundations, trusts, or organizations with which this Company is authorized to affiliate;
  - vii. Execute any trusts and to undertake any agency or business which may be directly or indirectly conducive to any of the objects of the Company;
  - viii. Purchase, take on lease or in exchange, or otherwise acquire and to hold, sell, manage, lease, mortgage, dispose of or otherwise deal with lands and buildings or businesses or other property of whatsoever nature anywhere in the world and any estate or interest in and any rights over or connected with any such lands and buildings, business or other property and to pay for the same in money or other securities of the Company or otherwise as the Directors may see fit;
  - ix. Insure and keep insured any property in which the Company may have and insurable interest to the replacement value thereof against fire and catastrophic perils unless otherwise resolved by the Directors;
  - x. Insure against such other risks including public liability as the Directors may determine for which purpose the Company shall be deemed to have an insurable value;
  - xi. Employ such staff, consultants, agents, advisors, managers (including investment managers) and other persons, including without limitation any Director or Member of the Company or any company or other person affiliated with the Company, as may be deemed necessary for the management, administration or operation of the Company or any of its affairs and to pay or otherwise remunerate such staff, consultants, agents, advisor managers and other persons out of the assets of the company;
  - xii. Enter into any arrangements with any governments, authorities, supreme, municipal, local or otherwise that may seem conducive to any of the Company's objects and to obtain from any such government

or other authority any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- xiii. Open and operate bank accounts in the name of the Company and draw, make, set, endorse, execute and issue cheques and other negotiable or transferable instruments and to issue instructions of every kind in respect of such accounts;
  - xiv. Borrow and raise money and to secure the repayment thereof in such manner as the Company shall deem fit and to invest any moneys of the Company not immediately required for any of its objects, in such manner as may from time to time be determined;
  - xv. Demand and compel payment of all sums of money and claims to any property of whatsoever nature and wheresoever located in which the Company may have an interest and to compromise any such claims and generally to sue and be sued in the name of the Company;
  - xvi. Print and publish, buy, sell, distribute any electronic or print materials including but not limited to newspapers, periodicals, books, leaflets, video or any audio-visual materials that the Company may think desirable for the promotion of its objects;
  - xvii. Carry out the directions of the members by resolution or otherwise as may be prescribed in this Memorandum or by the Company's Articles of Association provided that such directors are consistent with the other objects of the Company; and
  - xviii. To do all such other acts and things as are incidental or conducive to the attainment of the above objects or any of them and not contrary to the laws of the Commonwealth of The Bahamas in force from time to time.
4. The liability of the members is limited by guarantee and the company shall not have a share capital. The company is to be carried on without pecuniary gain to its members and any profits or other accretions to the Company are to be used in furthering its undertaking.
5. Each first Director shall become a member of the Company upon incorporation.
6. Each and every member of the company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten dollar (s) (B\$10.00) in the lawful currency of The Commonwealth of The Bahamas.

7. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among such charity or charities as the Directors shall have selected prior to the commencement of such winding-up or dissolution and if more than one in such respective proportions as such Liquidator shall determine and in default thereof such surplus property shall be distributed to such charities as the Liquidator of the Company shall select and if more than one in such respective proportions as such liquidator shall determine.
8. Subject to the Minister responsible for companies in the Commonwealth of The Bahamas, no addition, alteration or amendment shall be made to this Memorandum of Association for the time being in force unless the same shall be approved in the manner set out in the Articles of Association of the Company.

The persons whose name and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

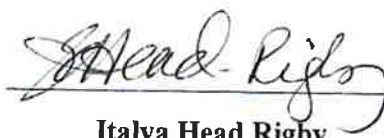
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NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

---



**Gina Marie Knowles**  
Little Blair Estates  
Nassau, Bahamas



**Italya Head Rigby**  
Little Blair Estates  
Nassau, Bahamas

**DATED:** this 20 day of March A. D., 2018

**WITNESS:** Michelle Knowles

**COMMONWEALTH OF THE BAHAMAS**

**NEW PROVIDENCE**

**THE COMPANIES ACT, 1992**

**MEMORANDUM OF ASSOCIATION**

**Of**

**HEADKNOWLES FOUNDATION**

**HeadKnowles Limited**  
Rosetta Street  
Nassau, New Providence  
The Bahamas

**THE COMPANIES ACT, 1992**

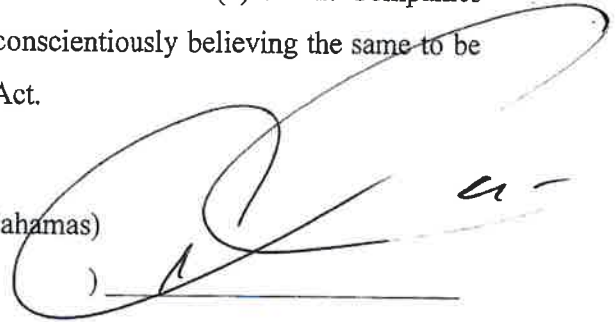
STATUTORY DECLARATION

PURSUANT TO SECTION 3 (3)

I, NERISSA A. GREENE, a Attorney-at-Law under the provisions of Section 26 of the Legal Profession Act, 1992 of the Commonwealth of The Bahamas do solemnly and sincerely declare that to the best of my knowledge and belief the signatories to the Memorandum of Association of **HeadKnowles Foundation** viz. Gina Marie Knowles and Itlaya Head Rigby are not individuals described in Section 3 (2) of The Companies Act , 1992 and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act.

**DECLARED** at Nassau, New Providence, The Bahamas)

This 22<sup>nd</sup> day of March, 2018



Before Me,

  
NOTARY PUBLIC

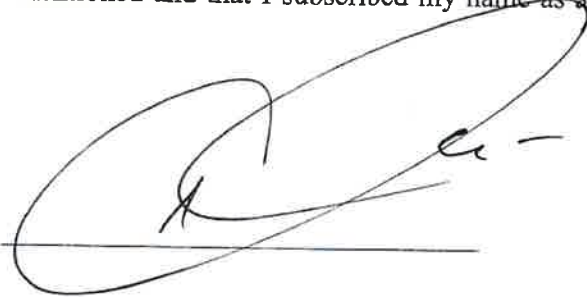


**COMMONWEALTH OF THE BAHAMAS**

New Providence

I, **NERISSA A. GREENE**, of the Western District of the Island of New Providence in the Commonwealth of The Bahamas, make oath and say that I was present and saw Gina Marie Knowles and Italya Head Rigby all of Nassau, Bahamas sign and deliver the annexed Articles of Association of **HeadKnowles Foundation** dated the 1<sup>st</sup> day of March 2018 for the purposes therein mentioned and that I subscribed my name as a witness to the due execution thereof.

SWORN to this 22<sup>nd</sup> day )  
Of March A. D., 2018 )



Before Me,

  
NOTARY PUBLIC



COMMONWEALTH OF THE BAHAMAS  
THE COMPANIES ACT, 1992

\*\*\*\*\*

ARTICLES OF ASSOCIATION  
OF

HEADKNOWLES FONDATION

\*\*\*\*\*

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

**Words**

**Meanings**

The Act

Companies Act, 1992 as amended from time to time

The Board

The Board of Directors of the Company

The Chairman

The person entitled under these Articles to preside over meetings of Members or Directors as the case may be

These present

These Articles of Association from time to time in force

The Office

The Registered Office of the Company

The Seal

The common seal of the Company

Month

Calendar month

In Writing

Includes printing, lithography and other modes of representing or reproducing words in a visible form

Member

Includes the members for the time being of the Company





### CERTIFICATES OF MEMBERSHIP

7. Certificates of membership shall be executed under the seal by either two (2) Directors or two (2) Officers or one (1) Director and one (1) Officer and provided to each Member which shall evidence that he has been admitted to member of the Company.

### MEETINGS OF MEMBERS

8. Meetings of Members may be held at such time and place either within or outside The Bahamas as the Directors may determine and they shall, upon the unanimous written request of Members entitled to vote, convene a meeting of the Members.
9. The Directors shall give not less than Seven (7) days written notice of meetings of Members to those persons whose names on the date of notice appear as Members in the Register of Members. A meeting held in contravention of the said notice period is valid notwithstanding, provided the Members representing a simple majority of the total membership have waived notice of the meeting. For this purpose, the presence of a Member at the meeting shall be deemed to constitute waiver on his part.
10. When a simple majority of the Members in person or by proxy sign the minutes of a meeting or the same bears such Member Members facsimile or electronic signatures the same shall be deemed to have been duly held notwithstanding that the Members have not actually come together or that there may have been technical defects in the proceedings.
11. A resolution in writing signed by a simple majority of the Members or bearing such Member or Members facsimile signatures shall be as valid and effectual as if it had been passed at a meeting of the Members dully called and constituted.

### PROCEEDINGS AT MEETINGS

12. No business shall be transacted at any Meeting unless a quorum is present when the meeting proceeds to business.
13. The presence in person or by proxy of Members representing not less than a simple majority of the membership shall be necessary to constitute a quorum. Where there are only two (2) members, both members, present together, constitute a quorum.
14. If within one hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition of Members: shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may

determine, and if at the adjourned meeting a quorum is not present with half an hour from the time appointed for the meeting, the Members present shall be a quorum.

15. The Chairman or Vice Chairman shall preside at every General Meeting of the Company. In their absence the Members present shall choose someone of their number to be chairman of the meeting.
16. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
17. Every question submitted to a meeting shall be decided by a show of hands and, in the case of any equality of votes, the Chairman (if a Member of the Company) shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
18. At any General Meeting a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
19. When the Chairman and Secretary of a General Meeting sign the minutes of the proceedings thereof or the Chairman and Secretary of the next succeeding meeting sign such minutes the same shall be deemed to be evidence of the proceedings of such meeting.

#### **VOTES OF MEMBERS**

20. On a show of hands every Member present in person or by proxy shall have one vote.
21. Votes may be given either personally or by permanent or ad hoc written proxy.
22. Any member of the company who is entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.
23. The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney duly authorized in writing , or if such appointor is a corporation under its common seal or under the hand of some officer or attorney duly authorized in that behalf. Any person even though he is not a Member of the Company may be appointed a proxy.

24. The instrument appointing a proxy shall be deposited with the Secretary Twenty-four (24) hours prior to the meeting for which it is to be used and, if permanent, may be recorded with the Secretary.
25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received before the meeting.
26. An instrument appointing a proxy may be in any form which the Director think fit to approve.
27. The business and affairs of the Company shall be managed by a Board of Directors who may exercise all such powers of the Company, and do on behalf of the Company all such as acts as may be exercised and done by the Company, and as are not by these Articles or by the Memorandum required to be exercised or done by the Members but nothing done by the Company in general meeting shall invalidate any prior act of the Board Of Directors which would have been valid if such regulation had not been made.
28. Directors shall hold office indefinitely subject to the provisions of these Articles.
29. Unless and until otherwise determined by the Company no Director or Officer, shall be disqualified from holding office by reason of his not being a Member of the Company.
30. The Office of a Director shall ipso facto be vacated:-
  - i. If he becomes bankrupt, or suspends payment, or commits an act of bankruptcy, or makes any arrangement or composition with his creditors,
  - ii. If he dies or becomes lunatic or of unsound mind,
  - iii. If by notice in writing to the Company he resigns his office, or
  - iv. If he is requested in writing by a majority of the Members to vacate his office.

But the continuing Directors may act notwithstanding any vacancy in their body.

31. The Directors shall have power at any time, and from time to time, to appoint any other qualified person as a Director, either to fill a casual vacancy or as an addition to the Board, so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. But, any person chosen to

fill a casual vacancy shall retain office so long as the vacating Director would have retained the same if no vacancy has occurred.

32. The Directors shall serve without remuneration provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties, and provided further that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Company.

### PROCEEDINGS OF DIRECTORS

33. The Directors may meet together (either within or without the Commonwealth) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined a simple majority of Directors shall be a quorum. For the purposes of this Article an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.
34. Any Director may at any time convene a meeting of the Directors, Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
35. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally.
36. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the quorum fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of dealing with a resolution or of filling up such vacancies or of admitting new persons to membership in order to bring the number of members up to five or of summoning meetings of the Company, but not for any other purpose.
37. The Chairman or Vice - Chairman shall preside at all meeting of the Directors. In the absence of the Chairman and the Vice - Chairman the Directors present shall choose someone of their number to be Chairman of the meeting.
38. All acts done by any meeting of the Directors or by any person acting as a Directors, shall notwithstanding that it afterwards be discovered that there was

some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

39. When a majority of the Directors in person or by their alternates sign the minutes of a meeting of the Directors or the same bears such Directors facsimile signatures the same shall be deemed to have been duly held notwithstanding that the Directors have not actually come together or that there may have been technical defects in the proceedings and a resolution in writing, signed by a majority of the Directors or bearing such Directors, facsimile signatures, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
40. When the Chairman and Secretary of a Directors Meeting sign the minutes of the proceedings thereof or the Chairman and secretary of the next succeeding Directors meeting sign such minutes the same shall be deemed to be evidence of the proceedings of such Directors Meeting.

#### **ALTERNATE DIRECTORS**

41. Any Director may at any time appoint any Director or other person to be an alternate Director of the Company in his place or to act as proxy for him and may at any time remove any alternate Director or proxy so appointed provided that such appointment of an alternate Director or proxy (when not already a Director) shall be approved by the Boar. An alternate Director or Proxy so appointed shall not be entitled to revive any remuneration or expenses from the Company, but when a Director is appointed alternate or proxy for another Director he shall have an extra vote at all meetings for each Director whom he represents in addition to his own vote as Director.
42. An alternate Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. Provided always that nothing in this Article contained shall enable the Chairman to delegate to an alternate Director any of the special powers and authorities vested in the Chairman by these Articles or by the Board.
43. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

44. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office or such place as the Directors may determine.

#### **POWERS OF DIRECTORS**

45. The Directors of the Company shall have overall responsibility for the management of the Company and shall pay all expenses incurred in forming and registering the Company , and may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article hereof.
46. The Directors may from time to time and at any time by power of attorney under the Company's seal appoint any company , firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors , to be the attorney or attorneys or agents of the Company for such purposes and with such powers , authorities and discretions ( not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit , and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any attorney as the Directors may think fit.
47. All cheques , promissory, notes, drafts, bills of exchange and other negotiable or transferable instruments , and all receipts for moneys paid to the Company , shall be signed , drawn , accepted , endorsed , or otherwise executed , as the case may be , in such manner as the Directors shall from time to time by resolution determine.

#### **COMMITTEES OF THE BOARD OF DIRECTORS**

48. The Board of Directors , by a vote of a majority of the whole board , may from time to time designate committees of the Board , with such lawfully delegable powers and duties as it thereby confers , to serve at the pleasure of the Board and shall , for those committees and any others provided for herein , elect a director , Directors , or other Non- Directors to serve as the member or members , designating , if it desires , other Directors as alternate members who may replace any absent or disqualified member at any meeting of the committee . In the absence or disqualification of any member of any committee and any alternate member in his place, the members of the committee

present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

49. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing.

#### **BORROWING POWERS**

50. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
51. The Directors may raise or secure the payment or repayment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of bonds, debentures or debenture stock, notes or other obligations of the Company charged upon all or any part or none of the property of the Company (both present and future)

#### **GIFTS AND DONATIONS**

52. For the avoidance of doubt, it is hereby declared that the Board of Directors, to the exclusion of any committee of Directors, have authority:-
- i. To accept gifts, donations or endowments; and
  - ii. To exercise the powers conferred by the memorandum of Association of making donations or rendering other financial or other material assistance towards any of the objects of the Company.

#### **OFFICERS**

53. The officers of the Company shall be appointed by the Directors and may consist of a President one or more Vice - Presidents, and secretary and Treasurer and such other Officers as the Directors may from time to time think necessary, and such other officers shall perform such duties as may be prescribed by the Directors. They shall hold office until their successors are appointed by the Directors but any Officer may be removed at any time by the Resolution of Directors. If any office becomes vacant the Directors may fill the same. Any person may hold more than one of the aforementioned offices. The Officers of the Company shall perform such duties and functions as shall be assigned to them from time to time by the Board.



54. Any person may hold more than one of the aforementioned offices.
55. The officers of the Company shall perform such duties and functions as shall be assigned to them from time to time by the board.

#### **THE SEAL & EXECUTION OF DEEDS**

56. The Company may have more than one (1) Seal and references herein to the Seal shall be references to every Seal, which shall have been adopted by Resolution of Directors. The Directors shall provide for the safe custody of the Seal. Unless otherwise determined by a resolution of the Directors every, Deed or other instrument to which the Seal is to be affixing there to the Seal of the Company in the presence of a competent person who shall sign the instrument as witness.

#### **AUTHENTICATION OF DOCUMENTS**

57. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents, and accounts relating to the business of the Company and certify copies thereof or extracts therefrom as true copies or extracts.
58. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Directors.

#### **ACCOUNTS**

59. The Directors shall cause true accounts of the receipts and disbursements of cash and of the assets and liabilities of the Company to be kept at the Office of the Company or at such other place as the Directors may from time to time and manner of inspecting the same that may be imposed by the Directors, such accounts shall be open to the inspection of members during the hours of business.
60. When requested by the members the directors shall produce to the members:-
- i. a statement of Income and Expenditure for the past year,

- ii. A Balance Sheet containing a summary of the assets and liabilities of the Company, both such Statement and Balance sheet being made up to a date not more than Six months before such request.
61. The Directors shall make necessary arrangements for the audit from time to time as they see fit of the books and accounts of the Company.

### NOTICES

62. Any notice or document may be served by the Company or by sending it through the post in a prepaid letter addressed to the Company at the Office or by serving it in person at the Office. Any notice or document may be served on any Director or Member entitled by these Articles to receive notice of any particular matter or any document by sending it through the post in a prepaid letter addressed to the relevant person at his last known postal address or by serving it in person at the last known place of business or residence of such person. Where a notice or other document is served by post, service shall be deemed to be effected seven days after the date when the letter containing the same is posted, and in proving such service, it shall be sufficient to prove that such letter was properly addressed, stamped and posted. Notwithstanding the foregoing provisions, notice may also be served by e-mail or to other means of instantaneous transmission of words in which case that notice shall be deemed to be served at 9 am on the next working day following the day upon which such notice was transmitted.

### INDEMNITY

63. Subject to the Act every Director , member , secretary and other officer or servant of the Company shall be indemnified by the Company against , and it shall be the duty of the Directors out of the funds of the Company to pay all costs , losses , and expenses which any such Director, member, secretary , officer or servant may incur or become liable to pay by reason of any contract entered into or act or thing done by him as such Director , member , secretary officer or servant , in the bona fide discharge of his duties ; and the amount for which such indemnity is provided shall immediately attach as a first lien and charge on the property of the Company .
64. Subject to the Act no Director or officer of the Company shall be liable for the acts , receipts , neglects or defaults of any other Director of officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired or received by or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested , or for any loss or damage arising from the bankruptcy , insolvency , or tortuous act of any

person with whom moneys , securities or effects shall be deposited of for any loss occasioned by an error of judgment , omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his office or in relation thereto , unless the same happen through his own dishonesty .

**AMENDMENT**


65. Subject to the Memorandum no addition alteration or amendment shall be made to these presents unless the same shall have been approved by resolution of not less than three fourths of the Members of the Company.

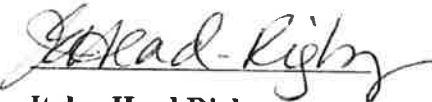
IN WITNESS WHEREOF WE, the Subscribers to the Memorandum of Association have hereunto subscribed our names this 20 day of March A. D., 2018.

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**NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS**

---

  
**Gina Marie Knowles**  
Little Blair Estates  
Nassau, Bahamas

  
**Italya Head Rigby**  
Little Blair Estates  
Nassau, Bahamas

DATED: this 20 day of March A. D., 2018

WITNESS: 

**COMMONWEALTH OF THE BAHAMAS**

**NEW PROVIDENCE**

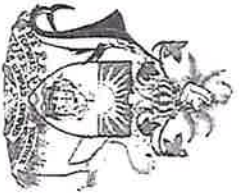
**THE COMPANIES ACT, 1992**

**ARTICLES OF ASSOCIATION**

**OF**

**HEADKNOWLES FOUNDATION**

**HeadKnowles LIMITED**  
Rosetta Street  
Nassau, New Providence  
The Bahamas



*Commonwealth of The Bahamas*

THE COMPANIES ACT 1992

*Certificate of Incorporation*

No. 65229 C

I, **ELIJCE SALLYANN LOCKHART-PRATT**, Acting Registrar General for The Commonwealth of The Bahamas, do hereby certify that a Memorandum of Association of

HeadKnowles Foundation

has this day been registered in my office under the provisions of the Companies Act 1992. Whereby the said Parties have become and are an incorporated Company under the name and style of

HeadKnowles Foundation

And I further certify that the Liability of the said Company is Limited.

Given under my hand and seal of office at the City of Nassau the 6th day of September, 2019.

Authentication Code : jNas4EAZ



  
Acting Registrar General



**COMMONWEALTH OF THE BAHAMAS**

**New Providence**

**L I C E N C E**

**Granted under section 14 (1) of**

**The Companies Act 1992,**

**Chapter 308**

Whereas on the 5<sup>th</sup> day of September A.D., 2019 the Association known as **HEADKNOWLES FOUNDATION** proved to my satisfaction that both the objects of the Association and the manner in which the profits (if any) of such Association are to be applied are as described in the provisions of section 14 of the Companies Act 1992, Chapter 308.

I, **SENATOR THE HONOURABLE CARL W. BETHEL, QC, Attorney-General and Minister of Legal Affairs** of the Commonwealth of The Bahamas as the Minister responsible for companies, in exercise of the power conferred upon me by section 14 of the Companies Act 1992, Chapter 308 do hereby direct that the said Association be registered with limited liability without the word '**LIMITED**' to its name.

Given Under my Hand and Seal  
in the City of Nassau in the  
Island of New Providence this  
5<sup>th</sup> day of September A.D., 2019

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**ATTORNEY-GENERAL AND MINISTER OF LEGAL AFFAIRS**



**COMMONWEALTH OF THE BAHAMAS**

**New Providence**

I, **NERISSA A. GREENE**, of the Western District of the Island of New Providence in the Commonwealth of The Bahamas, make oath and say that I was present and saw **Gina Knowles, Michelle E. Knowles and Rhondi J.M. Treco** all of Nassau, Bahamas sign and deliver the annexed Memorandum of Association of **HeadKnowles Foundation** dated the 5<sup>th</sup> day of September, A.D, 2019 for the purposes therein mentioned and that I subscribed my name as a witness to the due execution thereof.

**SWORN** to this 5<sup>th</sup> day  
of September, A. D., 2019

)  
) 

Before Me,

  
**NOTARY PUBLIC**





**COMMONWEALTH OF THE BAHAMAS**

**THE COMPANIES ACT, 1992**

\*\*\*\*\*

**MEMORANDUM OF ASSOCIATION  
OF  
HEADKNOWLES FOUNDATION**

\*\*\*\*\*

**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

- 
- I. The name of the Company is **HeadKnowles Foundation (the “Company”)**.
  - II. The Registered Office of the company is situate at the offices of Island Cellular Limited in the City of Nassau in the Island of New Providence in the Commonwealth of The Bahamas and the postal address for the Registered Office is P. O. Box SS-19731, Nassau, The Bahamas.
  - III. The objects for which the Company is established are to support charities and charitable purposes anywhere in the world and without derogating from the generality of the foregoing the Company acting by its Directors may do all or any of the following acts and things:
    1. Accept and take any gift, donation or endowment of any kind, and make any gift, donation or endowment anywhere in the world if to do so would in the opinion of the Directors be conducive to the attainment of any of the objects of the Company;
    2. Take such steps by personal or written appeals, staging fundraisers or otherwise, as may from time to time be deemed expedient for the purpose of acquiring sponsors or benefactors, procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise;
    3. Make financial provision for the administrative and operational expenses of the Company and for the discharge of any obligations of the company (including the making of provision for contingent obligations) and to determine from time to time amounts of money needed to be raised or set aside for the purposes aforesaid;

4. Establish and support or aid in the establishment and support of any other company or partnership, association, foundation, society, trust, or other organization formed for all or any of the objects of the Company;
5. Affiliate or otherwise enter into association with any companies, associations, partnerships, societies, foundations, trusts, or organizations having objects that are similar, whether wholly or in part, to those of the Company;
6. Transfer all or any part of the assets of the Company to any one or more of the companies, associations, partnerships, societies, foundations, trusts, or organizations with which this Company is authorized to affiliate;
7. Execute any trusts and to undertake any agency or business which may be directly or indirectly conducive to any of the objects of the Company;
8. Purchase, take on lease or in exchange, or otherwise acquire and to hold, sell, manage, lease, mortgage, dispose of or otherwise deal with lands and buildings or businesses or other property of whatsoever nature anywhere in the world and any estate or interest in and any rights over or connected with any such lands and buildings, business or other property and to pay for the same in money or other securities of the Company or otherwise as the Directors may see fit;
9. Insure and keep insured any property in which the Company may have and insurable interest to the replacement value thereof against fire and catastrophic perils unless otherwise resolved by the Directors;
10. Insure against such other risks including public liability as the Directors may determine for which purpose the Company shall be deemed to have an insurable value;
11. Employ such staff, consultants, agents, advisors, managers (including investment managers) and other persons, including without limitation any Director or Member of the Company or any company or other person affiliated with the Company, as may be deemed necessary for the management, administration or operation of the Company or any of its affairs and to pay or otherwise remunerate such staff, consultants, agents, advisor managers and other persons out of the assets of the company;
12. Enter into any arrangements with any governments, authorities, supreme, municipal, local or otherwise that may seem conducive to any of the Company's objects and to obtain from any such government or other authority any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

13. Open and operate bank accounts in the name of the Company and draw, make, set, endorse, execute and issue cheques and other negotiable or transferable instruments and to issue instructions of every kind in respect of such accounts;
  14. Borrow and raise money and to secure the repayment thereof in such manner as the Company shall deem fit and to invest any moneys of the Company not immediately required for any of its objects, in such manner as may from time to time be determined;
  15. The income and property of the Foundation whence ever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth above and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Foundation.
  16. Demand and compel payment of all sums of money and claims to any property of whatsoever nature and wheresoever located in which the Company may have an interest and to compromise any such claims and generally to sue and be sued in the name of the Company;
  17. Print and publish, buy, sell, distribute any electronic or print materials including but not limited to newspapers, periodicals, books, leaflets, video or any audio-visual materials that the Company may think desirable for the promotion of its objects;
  18. Carry out the directions of the members by resolution or otherwise as may be prescribed in this Memorandum or by the Company's Articles of Association provided that such directors are consistent with the other objects of the Company; and
  19. To do all such other acts and things as are incidental or conducive to the attainment of the above objects or any of them and not contrary to the laws of the Commonwealth of The Bahamas in force from time to time.
  20. To carry out humanitarian objects, assisting in hurricane relief focusing on fundraising efforts to assist the disenfranchised, displaced, sick, elderly and less fortunate Bahamians who have been impacted by crisis. The company conducts assessments, evaluations, evacuations, national consultation, housing relocation, PTSD counselling, search and rescue land and sea. The Company also carries out rebuilding and relocation of hurricane and fire victims.
  21. To carry out fundraising for educational resources and uniforms for the less fortunate.
- IV. No member of the Company of any class nor any donor of property to the Company shall have or retain any proprietary interest in or entitlement to any of the property or assets of the Company except where such interest or entitlement is expressly reserved by such a donor at the time and as a term or condition of his gift, donation or grant of such property to the Company.

- V. The liability of the members is limited by guarantee and the company shall not have a share capital. The company is to be carried on without pecuniary gain to its members and any profits or other accretions to the Company are to be used in furthering its undertaking.
- VI. Each first Director shall become a member of the Company upon incorporation.
- VII. Each and every member of the company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten dollar (s) (B\$10.00) in the lawful currency of The Commonwealth of The Bahamas.
- VIII. If upon the winding up or dissolution of the company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among such charity or charities as the Directors shall have selected prior to the commencement of such winding-up or dissolution and if more than one in such respective proportions as such Liquidator shall determine and in default thereof such surplus property shall be distributed to such charities as the Liquidator of the Company shall select and if more than one in such respective proportions as such liquidator shall determine.
- IX. Subject to the Minister responsible for companies in the Commonwealth of The Bahamas, no addition, alteration or amendment shall be made to this Memorandum of Association for the time being in force unless the same shall be approved in the manner set out in the Articles of Association of the Company.

The persons whose name and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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**Gina Marie Knowles**  
Little Blair Estates  
Nassau, The Bahamas



**MICHELLE E. Knowles**  
Gleniston Gardens  
Nassau, The Bahamas

*Rhondi Treco*

**Rhondi J. M. Treco**  
4 Starlight Close  
Nassau, The Bahamas

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**DATED:** this 5<sup>th</sup> day of September, A. D., 2019

**WITNESS:** \_\_\_\_\_

*1* *cc -*

**COMMONWEALTH OF THE BAHAMAS**

NEW PROVIDENCE

**THE COMPANIES ACT, 1992**

**MEMORANDUM OF ASSOCIATION**

**OF**

**HEADKNOWLES FOUNDATION**

**HeadKnowles Limited**  
Rosetta Street  
Nassau, New Providence  
The Bahamas

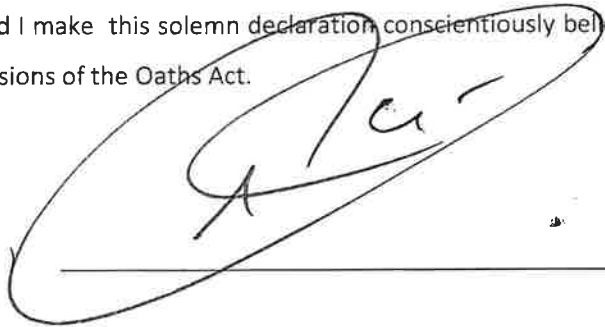
**THE COMPANIES ACT, 1992**

**STATUTORY DECLARATION**

**PURSUANT TO SECTION 3 (3)**

I, **NERISSA A. GREENE**, an Attorney under the provisions of Section 26 of the Legal Profession Act, 1992 of the Commonwealth of The Bahamas do solemnly and sincerely declare that to the best of my knowledge and belief the signatories to the Memorandum of Association of **HeadKnowles Foundation** viz. **Gina Marie Knowles, Michelle E. Knowles and Rhondi J.M. Treco** are not individuals described in Section 3 (2) of The Companies Act , 1992 and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act.

**DECLARED** at Nassau, New Providence, The )  
Bahamas this 5<sup>th</sup> of September A.D., 2019



Before Me,

**NOTARY PUBLIC**

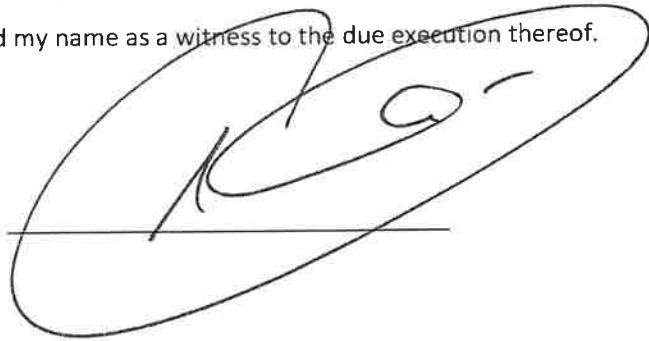


**COMMONWEALTH OF THE BAHAMAS**

**New Providence**


I, **NERISSA A. GREENE**, of the Western District of the Island of New Providence in the Commonwealth of The Bahamas, make oath and say that I was present and saw **Gina Marie Knowles, Michelle E. Knowles and Rhondi J.M. Treco** all of Nassau, Bahamas sign and deliver the annexed Articles of Association of **HeadKnowles Foundation** dated the 5<sup>th</sup> day of September, A.D., 2019 for the purposes therein mentioned and that I subscribed my name as a witness to the due execution thereof.

**SWORN** to this 5<sup>th</sup> day )  
of September, A.D., 2019 )



Before Me,

**NOTARY PUBLIC**





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**ARTICLES OF ASSOCIATION  
OF  
HEADKNOWLES FOUNDATION**

---

**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

---

**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

**Words**

The Act

The Board

The Chairman

These presents

The Office

The Seal

Month

**Meanings**

Companies Act, 1992 as amended from time to time

The Board of Directors of the Company

The person entitled under these Articles to preside over meetings of Members or Directors as the case may be

These Articles of Association from time to time in force

The Registered Office of the Company

The common seal of the Company

Calendar month

In Writing	Includes printing, lithography and other modes of representing or reproducing words in a visible form
Member	Includes the members for the time being of the Company
Memorandum	The Company's Memorandum of Association from time to time in force
Subscribers	The subscribers to the Memorandum of Association

"Resolution of Directors" and "Resolution of Members" shall have the meanings assigned thereto respectively by the Act:

And words importing the singular number only shall include the plural number, and vice versa; Words importing the masculine gender only shall include the feminine and neuter gender; and Words importing persons shall include corporations. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The company is established for the objects expressed in the Memorandum of Association.

#### **MEMBERSHIP**

3. Subscribers to the Memorandum of Association shall be the initial Members of the company and the directors may by Resolution of Directors from time to time admit to membership in the Company such other persons as shall be approved by the Directors.
4. Save where a member is appointed under these Articles each and every appointment of a new member of each class shall be made in writing by the Directors and evidenced by the issuance of a Certificate of Membership in accordance with these Articles.
5. A member of the Company shall cease to be a member (a) upon his death or bankruptcy or (being a corporate person) its dissolution or the appointment of a receiver of its affairs or (b) at the expiration of any written notice of retirement or resignation (not exceeding 60 days) he gives to the Company provided that there is then at least one other member of the Company.
6. Membership shall be personal to the Member and shall not be transferable or transmissible under any circumstances whatsoever.

#### **CERTIFICATES OF MEMBERSHIP**

7. Certificates of membership shall be executed under the seal by either three (3) Directors or three (3) Officers or one (1) Director and one (1) Officer and provided to each Member which shall evidence that he has been admitted to member of the Company.

## **MEETINGS OF MEMBERS**

8. Meetings of Members may be held at such time and place either within or outside The Bahamas as the Directors may determine and they shall, upon the unanimous written request of Members entitled to vote, convene a meeting of the Members.
9. The Directors shall give not less than Seven (7) days written notice of meetings of Members to those persons whose names on the date of notice appear as Members in the Register of Members. A meeting held in contravention of the said notice period is valid notwithstanding, provided the Members representing a simple majority of the total membership have waived notice of the meeting. For this purpose, the presence of a Member at the meeting shall be deemed to constitute waiver on his part.
10. When a simple majority of the Members in person or by proxy sign the minutes of a meeting or the same bears such Member Members facsimile or electronic signatures the same shall be deemed to have been duly held notwithstanding that the Members have not actually come together or that there may have been technical defects in the proceedings.
11. A resolution in writing signed by a simple majority of the Members or bearing such Member or Members facsimile signatures shall be as valid and effectual as if it had been passed at a meeting of the Members dully called and constituted.

## **PROCEEDINGS AT MEETINGS**

12. No business shall be transacted at any Meeting unless a quorum is present when the meeting proceeds to business.
13. The presence in person or by proxy of Members representing not less than a simple majority of the membership shall be necessary to constitute a quorum. Where there are minimum of three members, both members, present together, constitute a quorum.
14. If within one hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition of Members: shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present with half an hour from the time appointed for the meeting, the Members present shall be a quorum.
15. The Chairman or Vice Chairman shall preside at every General Meeting of the Company. In their absence the Members present shall choose someone of their number to be chairman of the meeting.
16. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17. Every question submitted to a meeting shall be decided by a show of hands and, in the case of any equality of votes, the Chairman (if a Member of the Company) shall have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
18. At any General Meeting a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minutes of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
19. When the Chairman and Secretary of a General Meeting sign the minutes of the proceedings thereof or the Chairman and Secretary of the next succeeding meeting sign such minutes the same shall be deemed to be evidence of the proceedings of such meeting.

### **VOTES OF MEMBERS**

20. On a show of hands every Member present in person or by proxy shall have one vote.
21. Votes may be given either personally or by permanent or ad hoc written proxy.
22. Any member of the company who is entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.
23. The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorized in writing, or if such appointer is a corporation under its common seal or under the hand of some officer or attorney duly authorized in that behalf. Any person even though he is not a Member of the Company may be appointed a proxy.
24. The instrument appointing a proxy shall be deposited with the Secretary Twenty-four (24) hours prior to the meeting for which it is to be used and, if permanent, may be recorded with the Secretary.
25. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received before the meeting.
26. An instrument appointing a proxy may be in any form which the Director think fit to approve.
27. The business and affairs of the Company shall be managed by a Board of Directors who may exercise all such powers of the Company, and do on behalf of the Company all such as acts as may be exercised and done by the Company, and as are not by these Articles or by the Memorandum required to be exercised or done by the Members but nothing done by the Company in general meeting shall invalidate any prior act of the Board Of Directors which would have been valid if such regulation had not been made.
28. Directors shall hold office indefinitely subject to the provisions of these Articles.

29. Unless and until otherwise determined by the Company no Director or Officer, shall be disqualified from holding office by reason of his not being a Member of the Company.
30. The Office of a Director shall ipso facto be vacated:-
- a) If he becomes bankrupt, or suspends payment, or commits an act of bankruptcy, or makes any arrangement or composition with his creditors,
  - b) If he dies or becomes lunatic or of unsound mind,
  - c) If by notice in writing to the Company he resigns his office, or
  - d) If he is requested in writing by a majority of the Members to vacate his office.

But the continuing Directors may act notwithstanding any vacancy in their body.

31. The Directors shall have power at any time, and from time to time, to appoint any other qualified person(s) as a Director not less than three, either to fill a casual vacancy or as an addition to the Board, so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. But, any person chosen to fill a casual vacancy shall retain office so long as the vacating Director would have retained the same if no vacancy has occurred.
32. The Directors shall serve without remuneration provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties, and provided further that any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Company.

#### **PROCEEDINGS OF DIRECTORS**

33. The Directors may meet together (either within or without the Commonwealth) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined a simple majority of Directors shall be a quorum. For the purposes of this Article an alternate appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.
34. Any Director may at any time convene a meeting of the Directors, Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
35. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally.

36. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the quorum fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of dealing with a resolution or of filling up such vacancies or of admitting new persons to membership in order to bring the number of members up to five or of summoning meetings of the Company, but not for any other purpose.
37. The Chairman or Vice - Chairman shall preside at all meeting of the Directors. In the absence of the Chairman and the Vice - Chairman the Directors present shall choose someone of their number to be Chairman of the meeting.
38. All acts done by any meeting of the Directors or by any person acting as a Directors, shall notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
39. When a majority of the Directors in person or by their alternates sign the minutes of a meeting of the Directors or the same bears such Directors facsimile signatures the same shall be deemed to have been duly held notwithstanding that the Directors have not actually come together or that there may have been technical defects in the proceedings and a resolution in writing , signed by a majority of the Directors or bearing such Directors , facsimile signatures , shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
40. When the Chairman and Secretary of a Directors Meeting sign the minutes of the proceedings thereof or the Chairman and secretary of the next succeeding Directors meeting sign such minutes the same shall be deemed to be evidence of the proceedings of such Directors Meeting.

#### **ALTERNATE DIRECTORS**

41. Any Director may at any time appoint any Director or other person to be an alternate Director of the Company in his place or to act as proxy for him and may at any time remove any alternate Director or proxy so appointed provided that such appointment of an alternate Director or proxy (when not already a Director) shall be approved by the Boar. An alternate Director or Proxy so appointed shall not be entitled to revive any remuneration or expenses from the Company, but when a Director is appointed alternate or proxy for another Director he shall have an extra vote at all meetings for each Director whom he represents in addition to his own vote as Director.
42. An alternate Director shall be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer as a Director in the absence of such appointer . Provided always that nothing in this Article contained shall enable the Chairman

to delegate to an alternate Director any of the special powers and authorities vested in the Chairman by these Articles or by the Board.

43. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director.
44. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the office or such place as the Directors may determine.

#### **POWERS OF DIRECTORS**

45. The Directors of the Company shall have overall responsibility for the management of the Company and shall pay all expenses incurred in forming and registering the Company , and may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article hereof.
46. The Directors may from time to time and at any time by power of attorney under the Company's seal appoint any company , firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors , to be the attorney or attorneys or agents of the Company for such purposes and with such powers , authorities and discretions ( not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit , and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any attorney as the Directors may think fit.
47. All cheques , promissory, notes, drafts, bills of exchange and other negotiable or transferable instruments , and all receipts for moneys paid to the Company , shall be signed , drawn , accepted, endorsed , or otherwise executed , as the case may be , in such manner as the Directors shall from time to time by resolution determine.

#### **COMMITTEES OF THE BOARD OF DIRECTORS**

48. The Board of Directors , by a vote of a majority of the whole board , may from time to time designate committees of the Board , with such lawfully delegable powers and duties as it thereby confers , to serve at the pleasure of the Board and shall , for those committees and any others provided for herein , elect a director , Directors , or other Non- Directors to serve as the member or members , designating , if it desires , other Directors as alternate members who may replace any absent or disqualified member at any meeting of the committee . In the absence or disqualification of any member of any committee and any alternate member in his place, the

members of the committee present at the meeting and not disqualified from voting, whether or not he or they constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of the absent or disqualified member.

49. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing.

#### **BORROWING POWERS**

50. The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
51. The Directors may raise or secure the payment or repayment of such money in such manner and upon such terms and conditions in all respects as they think fit , and in particular by the issue of bonds , debentures or debenture stock , notes or other obligations of the Company charged upon all or any part or none of the property of the Company ( both present and future )

#### **GIFTS AND DONATIONS**

52. For the avoidance of doubt , it is hereby declared that the Board of Directors , to the exclusion of any committee of Directors , have authority :-
- a. To accept gifts , donations or endowments ; and
  - b. To exercise the powers conferred by the memorandum of Association of making donations or rendering other financial or other material assistance towards any of the objects of the Company.

#### **OFFICERS**

53. The officers of the Company shall be appointed by the Directors and may consist of a President one or more Vice - Presidents, and secretary and Treasurer and such other Officers as the Directors may from time to time think necessary, and such other officers shall perform such duties as may be prescribed by the Directors. They shall hold office until their successors are appointed by the Directors but any Officer may be removed at any time by the Resolution of Directors. If any office becomes vacant the Directors may fill the same. Any person may hold more than one of the aforementioned offices .The Officers of the Company shall perform such duties and functions as shall be assigned to them from time to time by the Board.



54. Any person may hold more than one of the aforementioned offices.
55. The officers of the Company shall perform such duties and functions as shall be assigned to them from time to time by the board.

#### **THE SEAL & EXECUTION OF DEEDS**

56. The Company may have more than one (1) Seal and references herein to the Seal shall be references to every Seal, which shall have been adopted by Resolution of Directors. The Directors shall provide for the safe custody of the Seal. Unless otherwise determined by a resolution of the Directors every, Deed or other instrument to which the Seal is to be affixing there to the Seal of the Company in the presence of a competent person who shall sign the instrument as witness.

#### **AUTHENTICATION OF DOCUMENTS**

57. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors, and any books, records, documents, and accounts relating to the business of the Company and certify copies thereof or extracts therefrom as true copies or extracts.
58. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Directors.

#### **ACCOUNTS**

59. The Directors shall cause true accounts of the receipts and disbursements of cash and of the assets and liabilities of the Company to be kept at the Office of the Company or at such other place as the Directors may from time to time and manner of inspecting the same that may be imposed by the Directors, such accounts shall be open to the inspection of members during the hours of business.
60. When requested by the members the directors shall produce to the members :-
- a. a statement of Income and Expenditure for the past year,
  - b. a Balance Sheet containing a summary of the assets and liabilities of the Company, both such Statement and Balance sheet being made up to a date not more than Six months before such request.

61. The Directors shall make necessary arrangements for the audit from time to time as they see fit of the books and accounts of the Company.

### **NOTICES**

62. Any notice or document may be served by the Company or by sending it through the post in a prepaid letter addressed to the Company at the Office or by serving it in person at the Office. Any notice or document may be served on any Director or Member entitled by these Articles to receive notice of any particular matter or any document by sending it through the post in a prepaid letter addressed to the relevant person at his last known postal address or by serving it in person at the last known place of business or residence of such person. Where a notice or other document is served by post, service shall be deemed to be effected seven days after the date when the letter containing the same is posted, and in proving such service, it shall be sufficient to prove that such letter was properly addressed, stamped and posted. Notwithstanding the foregoing provisions, notice may also be served by e-mail or to other means of instantaneous transmission of words in which case that notice shall be deemed to be served at 9 am on the next working day following the day upon which such notice was transmitted.

### **INDEMNITY**

63. Subject to the Act every Director , member , secretary and other officer or servant of the Company shall be indemnified by the Company against , and it shall be the duty of the Directors out of the funds of the Company to pay all costs , losses , and expenses which any such Director, member, secretary , officer or servant may incur or become liable to pay by reason of any contract entered into or act or thing done by him as such Director , member , secretary officer or servant , in the bona fide discharge of his duties ; and the amount for which such indemnity is provided shall immediately attach as a first lien and charge on the property of the Company .
64. Subject to the Act no Director or officer of the Company shall be liable for the acts , receipts , neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired or received by or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested , or for any loss or damage arising from the bankruptcy , insolvency , or tortious act of any person with whom moneys , securities or effects shall be deposited or for any loss occasioned by an error of judgment , omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his office or in relation thereto , unless the same happen through his own dishonesty .

**AMENDMENT**

65. Subject to the Memorandum no addition alteration or amendment shall be made to these presents unless the same shall have been approved by resolution of not less than three fourths of the Members of the Company.

**IN WITNESS WHEREOF WE**, the Subscribers to the Memorandum of Association have hereunto subscribed our names this 5<sup>th</sup> day of September, A. D., 2019.

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**NAMES, ADDRESSES AND DESCRIPTIONS**

**OF SUBSCRIBERS**

---



Gina Marie Knowles  
Little Blair Estates  
Nassau, The Bahamas



Michelle E. Knowles  
Gleniston Gardens  
Nassau, The Bahamas



Rhondi J.M. Treco  
#4 Starlight Close  
Nassau, The Bahamas

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**DATED:** this 5<sup>th</sup> day of September, A. D., 2019

**WITNESS:** \_\_\_\_\_

**COMMONWEALTH OF THE BAHAMAS**

NEW PROVIDENCE

**THE COMPANIES ACT, 1992**

**ARTICLES OF ASSOCIATION**

**OF**

**HEADKNOWLES FOUNDATION**

**HeadKnowles LIMITED**  
Rosetta Street  
Nassau, New Providence  
The Bahamas

**HEADKNOWLES FOUNDATION**

**No. 65229C**

**LIST OF DIRECTORS AND OFFICERS**

**For the Year 2019**

**The Registrar General  
Companies Section  
50 Shirley Street  
Nassau, The Bahamas**

**Dear Sirs,**

The following is a List of Directors and Officers for the year 2019:

**DIRECTORS**

**Gina Knowles**

**Krystynia Lee D'Arville**

**Lana Lee-Brogdon**

**OFFICERS**

**Gina Knowles**

**President**

**Rhondi Treco**

**Vice President**

**Lana Lee-Brogdon**

**Treasurer**

**Krystynia Lee D'Arville**

**Secretary**

**Erica Laing**


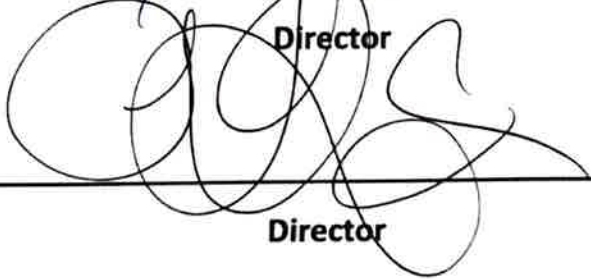
**Assistant Treasurer**

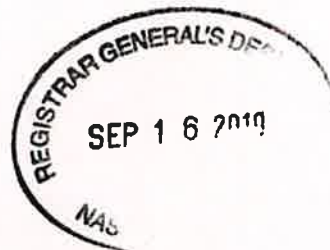
**Michelle Knowles**

**Assistant Secretary**



DATED the 13<sup>th</sup> day of September, A.D., 2019

  
\_\_\_\_\_  
Director  
  
\_\_\_\_\_  
Director





OFFICE OF THE ATTORNEY GENERAL  
AND MINISTRY OF LEGAL AFFAIRS  
Paul L. Adderley Building  
No. 18 John F. Kennedy Drive  
P. O. Box N-3007, Nassau, The Bahamas  
Tel.: (242) 502-0400 Fax: (242) 322-2255

**MEMORANDUM**

TO: Registrar General  
Registrar General's Department  
#50 Shirley Street  
Nassau, New Providence  
The Bahamas

Your reference: RGD/AD/04

Our reference: LEG/40/4

Attention: **Dellereese M. Grant**

Date: 4<sup>TH</sup> July, 2018

**Re: Request for Corrections - HeadKnowles Foundation**

1. Our Office has reviewed the Memorandum and Articles of Association for **HeadKnowles Foundation** (hereinafter called "the Company") to be incorporated as a non-profit company under section 14 of the Companies Act, Chapter 308, Statute Law of The Bahamas.
2. We have reviewed these documents however and recommend that the following changes be made:

**Memorandum of Association**

- i. Please include the following wording to be in compliance with **S. 14 (2) (b)** of the Act.  
" The income and property of the Foundation whence ever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth above and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Foundation."
- ii. Please expound on the 'charitable' objects of the Foundation.

**Articles of Association**

- i. Please amend wording for number of **Directors** to be in compliance per 163 of the Act.
  - ii. Please correct typographical error at Proceedings at Meetings- "(Where there are only two 92))" should read "(Where there are only two (2))".
3. Finally, please find enclosed herewith the documents for correction.

Danya Wallace

(for) Director of Legal Affairs

DW/cdf  
Encl:

## William F. Mueller

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**From:** William F. Mueller  
**Sent:** Monday, October 07, 2019 4:16 PM  
**To:** Velez, Sasha  
**Cc:** Tom Mersch  
**Subject:** Updated Letter from External Accountant  
**Attachments:** HK Foundation Accounting Update letter.pdf

Hi again Sasha--

Attached is an updated letter from my client's accountant—they added funds received in Bahamian denomination as well. You know—accountants—they love precision.

Thanks,

Bill

William F. Mueller, Esq.  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
[Website](#) | [Email](#)



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The information transmitted, including any attachments, is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited, and all liability arising therefrom is disclaimed. If you received this in error, please contact the sender and delete the material from any computer. Thank you.



**Ronald Atkinson & Co.**

Chartered Accountants

Marron House, Virginia & Augusta Streets  
P. O. Box N 8326 Nassau, Bahamas  
Tel: 242 325 7355 • Fax: 242 326 5602  
Email: accountants@ronatkinson.biz



October 7, 2019

The Board of Directors  
HeadKnowles Foundation  
Nassau Bahamas

**Re: Accounting Update**

Dear Board of Directors:

As the independent accountants for the HeadKnowles Foundation, we have begun recording all transactions since the incorporation date of September 6, 2019. Please find attached the Balance Sheet and Profit and Loss statements for the first month of operations ending September 30, 2019. Also attached is the bank reconciliation as at September 30, 2019 together with a copy of the first bank statement of the Foundation.

On September 13, 2019 we can confirm that B\$1,045,000 was transferred from the RBC bank account of HeadKnowles Limited into the RBC account of HeadKnowles Foundation. This transfer included B\$733,385.28 (US\$737,070.63 before conversion into Bahamian dollars) received, on September 9, 2019, from a GoFundMe account in Florida in the name of Italya E. Head & Chad E. Rigby. Subsequently, on September 16, 2019 we received a further B\$268,665.45 (US\$270,015.53 before conversion into Bahamian Dollars) from the GoFundMe account paid directly into the HeadKnowles Foundation bank account.

The balance in the HeadKnowles Foundation bank account is B\$1,319,740 as of 1:00PM today.

We will continue to record transactions based on the accounting documentation provided with the intention of preparing financial statement to be audited by an independent auditor.

Yours truly,

A handwritten signature in blue ink, appearing to read 'Bennet R. Atkinson', written over a horizontal line.

Bennet R. Atkinson  
Partner

## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Tuesday, October 08, 2019 9:44 AM  
**To:** Yoshiko Inoue  
**Cc:** William F. Mueller; Tom Mersch  
**Subject:** HeadKnowles Foundation campaign

Hello Yoshiko—

I met with Lia Head yesterday and it seems fairly clear she has held onto funds from the GFM campaign that HeadKnowles Foundation in the Bahamas (“HKF”) states should have been transferred. The following is a simple reconciliation I’ve pieced together to date:

GFM campaign as of this moment: Raised, \$1,500,000  
Transferred to HKF, Bahamas: approximately \$1,007,000  
Difference: \$493,000

Frozen by GFM: \$207,000  
Remaining: \$286,000

Lia Head showed me evidence that \$180,000 of the remaining \$286,000 from above is sitting in one of her bank accounts. I don’t know where the remaining \$106,000 (\$286,000-\$180,000) is at this point. It is unaccounted for.

Can you kindly confirm to me the transfers GFM allowed from the campaign to Lia Head’s bank accounts?

Thank you.

Best regards,

**Mirisasha A. Velez, CFE, CPM, CSM**  
Senior Financial Investigator – Regulatory Investigation Section  
Office of Agricultural Law Enforcement  
Florida Department of Agriculture and Consumer Services

(407) 888-8745  
(407) 888-8747 Fax  
[Sasha.Velez@FDACS.gov](mailto:Sasha.Velez@FDACS.gov) \*\*\* please note new email as of 09/13/2019 \*\*\*

1707 Orlando Central Pkwy, Ste 175  
Orlando, FL 32809

[www.FDACS.gov](http://www.FDACS.gov)

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## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Tuesday, October 15, 2019 8:39 AM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** RE: Lia Head

Good Morning, Bill-

No, not yet. I am trying to get something set up with her. I sadly must admit I had a delay on my part due to some personal matters that arose with me which caused me to be out of the office. My goal is to try and set up the meeting on the 22nd, but I apologize ahead of time if that is delayed slightly.

I will keep you posted ASAP.

Mirisasha A. Velez, CFE, CPM, CSM  
Senior Financial Investigator - Regulatory Investigation Section Office of Agricultural Law Enforcement Florida  
Department of Agriculture and Consumer Services

(407) 888-8745

(407) 888-8747 Fax

Sasha.Velez@FDACS.gov \*\*\* please note new email as of 09/13/2019 \*\*\*

1707 Orlando Central Pkwy, Ste 175  
Orlando, FL 32809

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-----Original Message-----

**From:** William F. Mueller <WMueller@kelleykronenberg.com>  
**Sent:** Monday, October 14, 2019 4:49 PM  
**To:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Cc:** Tom Mersch <tmersch@kelleykronenberg.com>  
**Subject:** Lia Head

Hi Sasha-

Are we confirmed for next Tuesday with Ms. Head?

Thank you.

Bill

Best regards,

William F. Mueller, Esq.  
Partner/Management Consultant  
Kelley Kronenberg

## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Monday, October 21, 2019 1:28 PM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** Lia Head representation

Hello,

Per our conversation, below are the contacts for Ms. Head's US and Bahamian representation.

### **BAHAMIAN COUNSEL:**

*Ashley D.R. Williams* of the Alexiou, Knowles & Co. firm  
PO Box N-4805  
Nassau, Bahamas  
T: 242-322-1126  
F: 242-328-8395  
E: [adwilliams@bahamaslaw.com](mailto:adwilliams@bahamaslaw.com)

### **U.S. COUNSEL:**

*Breanna McCarthy* of the Chisholm Law Firm, LLC  
37 N. Orange Ave., Ste 500  
Orlando, FL 32801  
T: 407-674-2657  
F: 888-545-5919  
E: [breanna@chisholmfirm.com](mailto:breanna@chisholmfirm.com)

Please let me know if you have any questions or concerns.

Thank you,

**Mirisasha A. Velez, CFE, CPM, CSM**  
Senior Financial Investigator – Regulatory Investigation Section  
Office of Agricultural Law Enforcement  
Florida Department of Agriculture and Consumer Services

(407) 888-8745  
(407) 888-8747 Fax  
[Sasha.Velez@FDACS.gov](mailto:Sasha.Velez@FDACS.gov) \*\*\* please note new email as of 09/13/2019 \*\*\*

1707 Orlando Central Pkwy, Ste 175  
Orlando, FL 32809

[www.FDACS.gov](http://www.FDACS.gov)

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## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Monday, October 21, 2019 1:46 PM  
**To:** Lia Head  
**Cc:** William F. Mueller; Tom Mersch  
**Subject:** Thank you and recap  
**Attachments:** Lia Head LOI--FV.pdf

**Importance:** High

Ms. Head,

Thank you so much for coming in to see me today and your willingness to wrap up some loose ends. I appreciate your enthusiasm and desire to cooperate.

Just to recap, we came to an agreement on a few points that I will list as follows:

- From the funds collected through GoFundMe (“GFM”), a release of the remaining balance to the original bank account where the original \$1.07M was sent to;
- A complete/detailed accounting of the funds that were used from GFM from your CPA;
- Relinquish use of the name “HeadKnowles” for solicitation purposes et al;
- Review of the LOI with your counsel for discussion/dialogue with your former partner(s) representation;

Please let me know if I missed anything but I believe those were our key takeaways. I would be interested in getting the accounting details as soon as possible. Let’s shoot for this Friday, October 25, 2019.

Additionally, I wanted to pass along this information just in case – I know it is in the LOI but I like to be thorough. The Bahamas foundation’s U.S. counsel is as follows:

*William F. Mueller, Esq.*  
Of the firm Kelley Kronenberg  
10360 W. State Road 84  
Ft. Lauderdale, FL 33324  
T: 954-370-9970  
F: 954-382-1988  
E: [WMueller@kelleykronenberg.com](mailto:WMueller@kelleykronenberg.com)

I’ve resent the LOI in pdf for you as requested.

If you have any questions or concerns, please do not hesitate to contact me.

Best regards,

**Mirisasha A. Velez, CFE, CPM, CSM**  
Senior Financial Investigator – Regulatory Investigation Section  
Office of Agricultural Law Enforcement  
Florida Department of Agriculture and Consumer Services

(407) 888-8745

(407) 888-8747 Fax

[Sasha.Velez@FDACS.gov](mailto:Sasha.Velez@FDACS.gov) \*\*\* please note new email as of 09/13/2019 \*\*\*

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8201 Peters Road, Suite 4000, Fort Lauderdale FL 33324 | Phone: (954)370-9970, Fax: (954)382-1988  
www.kelleykronenberg.com

October 17, 2019

VIA HAND DELIVERY FROM:  
SASHA VELEZ  
CERTIFIED FRAUD EXAMINER  
DEPARTMENT OF AGRICULTURE,  
CONSUMER PROTECTION DIVISION

Italya E. Head-Rigby  
3132 Nicholson Drive  
Winter Park, Florida, 32792

Subj: Letter of Intent (“LOI”) Between HeadKnowles Foundation, Bahamas, and Italya (Lia) Head-Rigby

Dear Ms. Head:

Our firm represents HeadKnowles Foundation, Bahamas, (“Client”). This an attempt by my Client to amicably separate from its association with you as an alternative to pursuing litigation against you. The following LOI outlines the terms of a proposed Settlement Agreement (“Agreement”). If you agree to the terms herein and execute this LOI below, the Agreement will be sent to you for immediate execution within five (5) business days of execution of this LOI.

Terms and Conditions of LOI:

1) HeadKnowles Foundation GoFundMe (“GFM”) Campaign: You agree to relinquish all control and rights associated with this campaign and will contact GFM within one (1) business day of execution of this LOI and direct them in writing to give my Client control and rights to the campaign. You agree to copy counsel on all communications with GFM in any and all efforts to accomplish this.<sup>1</sup>

2) Joint Press Release: You agree to a joint press release that addresses the amicable separation of you from my Client. The press release will state the following:

“After many years of successfully serving the citizens of the Bahamas in disaster relief efforts in a joint manner, Lia Head and Gina Knowles believe it is in the best interest of citizens of the Bahamas to move in new and independent directions in hurricane and disaster recovery. Gina

---

<sup>1</sup> The following attorneys from the firm Kelley Kronenberg are United States counsel HeadKnowles Foundation, Bahamas: William F. Mueller, [wmueller@kklaw.com](mailto:wmueller@kklaw.com); Thomas F. Mersch, [tmersch@kklaw.com](mailto:tmersch@kklaw.com).





Knowles, will continue in her present role as founder and Director of the HeadKnowles Foundation, Bahamas, and Lia Head will cease all affiliation, effective immediately, from the HeadKnowles Foundation to pursue other endeavors.”

3) Release of Funds/Accounting: As of October 16, 2019, the HeadKnowles Foundation GFM campaign reflects approximately \$1,515,130.00 raised.<sup>2</sup> Within one (1) business day of execution of this LOI, you agree to release and forward all funds raised by any and all of your efforts, controlled by you or your husband, in individual or joint bank accounts, that are related to disaster recovery, and raised in conjunction with the name “HeadKnowles Foundation.”

Those funds will be sent within one (1) business day to my client at the following banking institution:

HeadKnowles Foundation Account#: 05745-2880490  
Destination: CHASU33  
ABA: 021000021  
Bank BICL ROYCBSNSXXX  
FFC Bank Transit Code: 05745  
Account#: 2880490

Accounting/Reconciliation of Funds Raised by Using “HeadKnowles Foundation” Name:

If you haven’t done so already, you agree to provide a full accounting (expense receipts, spreadsheets, donor information, if any, etc.) and if necessary, explanation(s) in writing, of the approximate \$1,515,130 raised in the GFM campaign mentioned in Section 1 above. You will forward that reconciliation to a) Sasha Velez, Florida Department of Agriculture, Consumer Protection Division one (1) business day of execution of this LOI and 2) to counsel at email address provided above within one (1) business day of execution of this LOI.

4) The “HeadKnowles Foundation” Intellectual Property. You agree to cease and desist using, “HeadKnowles Foundation” Intellectual Property in any way whatsoever, this includes but is not limited to the name HeadKnowles, logos, pictures, verbiage, descriptions, endorsements or referencing prior work done on behalf of HeadKnowles. Relatedly, you agree to cease and desist posting any information whatsoever regarding your historical or existing relationship with my client, on any social media platform. Additionally, you will not object to my Client continuing to use the name “HeadKnowles” for its efforts. Lastly, you agree that you shall not solicit any past or current donors of the HeadKnowles Foundation for any future disaster recovery or relief efforts you may be associated with in the future.

5) Gmail email account: You agree to relinquish control, including usernames(s), password(s) of the HeadKnowles@gmail.com email account. You also agree to preserve and save any and all emails currently existing in this email account. If any emails from this account have been transferred, saved, or warehoused outside of this email account, you agree to turnover any and all such emails transferred, saved, or warehoused.

---

<sup>2</sup> <https://www.gofundme.com/f/headknowles-emergency-funds>

6) Confidentiality: You agree to keep all negotiations and communications between you, my Client, GFM and the State of Florida regarding this LOI and Agreement confidential.

Sincerely,

William F. Mueller, Esquire, FOR THE FIRM

We agree all the terms and conditions state above:

**Italya E. Head-Rigby**

\_\_\_\_\_

Date: \_\_\_\_\_

Witness:

Sasha Velez, Florida Department of Agriculture, Consumer Protection Division

\_\_\_\_\_

**HeadKnowles Foundation, Bahamas**

Gina Knowles, Founder and Director

\_\_\_\_\_

Krystynia Lee D'Arville, Director

\_\_\_\_\_

Lana Lee-Brogdon, Director

\_\_\_\_\_

Witness:

Name: \_\_\_\_\_

\_\_\_\_\_

## William F. Mueller

---

**From:** Velez, Sasha <Sasha.Velez@fdacs.gov>  
**Sent:** Thursday, October 24, 2019 8:57 AM  
**To:** William F. Mueller  
**Subject:** Our conversation

GM Bill,

I apologize for the quick email but my session is about to start. I checked with my superiors and they requested I not be present at the meeting, for all the reasons I brought up before (perception etc). Hope you understand!

Sorry so short, but have to run. If you need me I will try to reach out during a break if possible. Thanks so much!

SASHA VELEZ

Get [Outlook for iOS](#)

Our Ref: M/112387/ADW/nrm

24<sup>th</sup> October 2019– Tuesday

**BY EMAIL**

Mr. William F. Mueller  
Kelley Kronenberg  
Attorneys at Law  
8201 Peters Road  
Suite 4000  
Ft. Lauderdale, Florida  
33324

Dear Mr. Mueller:

RE: LETTER OF INTENT ('LOI') BETWEEN HEADKNOWLES FOUNDATION BAHAMAS AND ITALYA HEAD-RIGBY

We represent Mrs. Italya Head-Rigby and offer the following responses to your letter dated the 17<sup>th</sup> instant.

1. **Go Fund Me Campaign:** HeadKnowles Foundation was incorporated in The Bahamas on the 6<sup>th</sup> September 2019; which is after the date the Go Fund Me account was started by Mrs. Head-Rigby. At the time, the Go Fund Me account was established, it was envisioned by both Mrs. Head-Rigby and Mrs. Knowles, that any funds received from Go Fund Me would be transferred to HeadKnowles Limited, a Bahamian Company which existed prior to Hurricane Dorian and beneficially owned by both Mrs. Head-Rigby and Mrs. Knowles.

We are of the opinion that all the funds raised by Go Fund Me should be placed on the HeadKnowles Limited account for the strict use and benefit of the victims of Hurricane Dorian. As such, we do not agree with your request to release control of the Go Fund Me funds as posited in your letter.

Further, on behalf of our Client we demand that your Client immediately cease and desist from utilizing the word 'Head' in her Company's name and henceforth in any trademark, copyright, logo, or slogan for use by the HeadKnowles Foundation.



A failure on your Client's part to immediately cease and desist from utilizing "Head" in any manner as it relates to the HeadKnowles Foundation will result in us filing an Action in The Bahamas to make her do so.

2. **Joint Press Release:** As far as we are aware, neither Mrs. Knowles nor any other representative of HeadKnowles Foundation sought a joint press release with Mrs. Head-Rigby, whilst forming the HeadKnowles Foundation; a corporate structure which bares our Client's name yet completely excludes her from any involvement therein.

Based on the foregoing, our Client never had any affiliation with HeadKnowles Foundation. As such, what is required is a singular press release from Mrs. Gina Knowles indicating the reasons for the phantomlike formation of the HeadKnowles Foundation when HeadKnowles Limited already existed.

3. **Release:** All funds raised by Go Fund Me were raised for the use and benefit of HeadKnowles Limited, a Bahamian company in existence at the time of Hurricane Dorian. HeadKnowles Limited was owned and operated by both Mrs. Head-Rigby and Mrs. Knowles.

We are of the opinion that all funds raised from the Go Fund Me Campaign should be placed in the HeadKnowles Limited account under the control of Mrs. Head-Rigby and Mrs. Knowles, for the use and benefit of the victims of Hurricane Dorian. If this position, is not consented to within seven days of the date hereof or by Thursday, the 31<sup>st</sup> October 2019, we will commence an Action against Mrs. Knowles and the HeadKnowles Foundation to determine if the HeadKnowles Foundation is the rightful beneficiary of the Go Fund Me funds.

To avoid such contentious litigation and as an act of good faith, Mrs. Head-Rigby has indicated that she is prepared to release all remaining funds to HeadKnowles Limited upon Mrs. Knowles and the Head Knowles Foundation providing audited financial records for all funds already transferred to her from Mrs. Head-Rigby. The audited financial records should also be provided to both Go Fund Me and the Florida Department of Agriculture.

Additionally, for the remaining funds to be released to HeadKnowles Limited we would require Mrs. Knowles to be bound to all reporting



standard as required by both Go Fund Me and the Florida Department of Agriculture.

4. **HeadKnowles Intellectual Property:** All intellectual property relating to 'HeadKnowles' is jointly owned by Mrs. Head-Rigby and Mrs. Knowles. As such, a cessation on our Client's part of its use could only occur if she is compensated for the same. At this time, our Client has refused to relinquish her intellectual property rights.
5. **Gmail Account:** The release of any control over any email account or social media page is categorized as intellectual property and shall only be relinquished by our Client if she is compensated for the same.
6. **Confidentiality:** We agree to keep these negotiations confidential until such time as a Court Action is filed in The Bahamas or elsewhere. At such time, all correspondence will be relied on for evidential purposes.

Yours sincerely,

**ALEXIOU, KNOWLES & CO.**

A handwritten signature in black ink, appearing to read 'A. Williams', is written over a horizontal line. Below the signature, the name 'Ashley D. Williams' is printed in a black, sans-serif font.

Cc: Mr. Carl Bethell, Q.C.; The Attorney General of The Commonwealth of The Bahamas  
Ms. Nerissa Greene, Bahamian Counsel, HeadKnowles Foundation  
Ms. Sasha Velez, Florida Department of Agriculture  
Ms. Laura Dimeling, Go Fund Me

## William F. Mueller

---

**From:** William F. Mueller  
**Sent:** Friday, October 25, 2019 9:24 AM  
**To:** Velez, Sasha  
**Cc:** Tom Mersch  
**Subject:** IMPORTANT-LETTER FROM LIA HEAD'S ATTORNEY  
**Attachments:** Ashley Williams Letter to William F. Mueller.pdf

Good morning Sasha--

Attached is a letter from Lia Head's attorney in the Bahamas. Tom and I would like to discuss it with you as soon as practicable. I know you're at a conference in Tallahassee, but kindly let us know when you're available. Tom and I will make ourselves available around your schedule. The following outlines some thoughts and actions that I believe are necessary at this point.

1) The letter was sent from a Bahamian attorney which is strange in the first instance. It is strange because you reported to us that Ms. Head told you that she was represented by U.S. counsel at your meeting with her last Monday (you also stated she was represented by Bahamian counsel). You provided U.S. counsel's name and contact information to us. My colleague Tom reached out to her immediately and when they connected on Monday, was told by supposed U.S. counsel that she did not represent Ms. Head in this matter. She stated that she knew Ms. Head and handled non-profit formation documents for Ms. Head alone. In other words, Ms. Head lied to you.

2) The following bolded section in quotes is the email you sent to Ms. Head (and copied me) that ostensibly reflects your agreement with Ms. Head from last Monday's meeting. It states:

**"Ms. Head,**

**Thank you so much for coming in to see me today and your willingness to wrap up some loose ends. I appreciate your enthusiasm and desire to cooperate.**

**Just to recap, we came to an agreement on a few points that I will list as follows:**

- **From the funds collected through GoFundMe ("GFM"), a release of the remaining balance to the original bank account where the original \$1.07M was sent to;**
- **A complete/detailed accounting of the funds that were used from GFM from your CPA;**
- **Relinquish use of the name "HeadKnowles" for solicitation purposes et al;**
- **Review of the LOI with your counsel for discussion/dialogue with your former partner(s)' representation;**

**Please let me know if I missed anything but I believe those were our key takeaways. I would be interested in getting the accounting details as soon as possible. Let's shoot for this Friday, October 25, 2019.**

**Additionally, I wanted to pass along this information just in case – I know it is in the LOI but I like to be thorough."**

- a) The attached letter from Ms. Head's Bahamian counsel is a brazen repudiation of your agreement and contempt for your office and the State of Florida. Ms. Head apparently left your office, contacted her attorney in the Bahamas and started dictating her twisted version of reality. As I'll point out below the letter is a misleading, distorted version of the facts based on her own desires, untethered from what has happened in truth.

3) We've worked closely with your office and GoFundMe ("GFM") since our firm was retained in September. We've have willingly and openly shared documents, information and the noble goal of attempting to work things out amicably

with Ms. Head in order to, 1) ensure the remaining/missing/unaccounted for funds raised through the GFM campaign reach suffering victims in the Bahamas, and 2) that an ensuing separation between my client, HeadKnowles Foundation, Bahamas, and Ms. Head could be handled in a manner that is not disruptive to relief efforts and potentially allow Ms. Head a way out of her criminal mess without facing criminal sanctions.

You, your office and GFM have joined us in that endeavor, and we're grateful for that. With that said, the letter from Ms. Head's Bahamian attorney contains material misstatements and in essence, is a Mafia style "shakedown" of my client. Ms. Head is attempting to extract money from my client, whose existence was founded for the sole purpose of alleviating the suffering of human beings in the wake of Hurricane Dorian. Ms. Head's attempt to "shakedown" my client is odious and shocks any decent person's conscience and is, in my opinion, legally actionable by your office, GFM and my client.

#### 4) Admission of wrongdoing:

Ms. Head's Bahamian attorney clearly did not do his due diligence in preparing his letter. He sadly functioned as a note-taker, not critically reflecting on what Ms. Head was telling him nor conducting his own independent investigation of the facts. Besides the material misstatements reflected in his letter, Ms. Head's attorney unwittingly admits that his client is guilty of wrongdoing. Section 2 of the letter states the following:

"Based on the foregoing, our Client **never had any affiliation with HeadKnowles Foundation.** (Emphasis added). As such, what is required is a singular press release from Mrs. Gina Knowles indicating the reason for the phatomlike formation of the HeadKnowles Foundation when HeadKnowles Limited already existed."

First, regarding HeadKnowles Limited: we have shown you and GFM through documentation my client provided, that HeadKnowles Limited was **never** a valid Bahamian entity. Ms. Head and her attorney do not know what they're talking about. The reason my client was formed (i.e. HeadKnowles Foundation) was because the Limited entity was not valid. We explained to this you and GFM in detail in emails and telephone conferences.

Second, please note the bolded, cited section above: Ms. Head, through her attorney, is admitting that she lied to GFM, falsified documentation, violated Florida law and held out to the public that she was raising funds on behalf of HeadKnowles Foundation when in fact, as her attorney states on her behalf, she "never had any affiliation with HeadKnowles Foundation." I cannot imagine a more damning admission by Ms. Head through her attorney.

#### 5) Probable Cause Exists to Charge Lia Head

I have no reason to expect that Ms. Head will do anything she promised you she would by today's deadline. Based on that, I would request and ask your office to do the following:

- 1) As you are well aware, Florida Statutes Section 496.419 delegates authority to your office for civil action. You've indicated that your office has prosecutorial/criminal authority as well. Based on your independent investigation, the information we've previously provided to you and the attached letter from Ms. Head's attorney, I believe you have probable cause to criminally charge her. My client is the victim in this instance, and they have expressly directed me to seek Ms. Head's criminal prosecution. Tom and I are standing by to assist prosecutors in their investigation and the charging of Ms. Head.
  - a. I would recommend contacting Ms. Head's husband, Chad Rigby immediately. We've mentioned him to you before. He is a key witness in this matter and his involvement at this point could be pivotal. My client has indicated that he has a desire to do the right thing. Contacting him immediately is vital.
- 2) I will be contacting GFM (I will send them this email) about this letter as well. They previously indicated they would be interested in pursuing a civil action against Ms. Head. They had delayed civil action because they believed, as we did, that Ms. Head would act honestly and decently in this matter. We were both incorrect about that.



3) My client will also be pursuing a civil action against Ms. Head.

Tom and I look forward to speaking with you later today.

As before, we're very grateful to you for your assistance in this tragic matter.

Best regards,

Bill

**William F. Mueller, Esq.**  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
[Website](#) | [Email](#)



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# **Exhibit N**

Our Ref: M/112387/ADW/nrm

24<sup>th</sup> October 2019– Tuesday

**BY EMAIL**

Mr. William F. Mueller  
Kelley Kronenberg  
Attorneys at Law  
8201 Peters Road  
Suite 4000  
Ft. Lauderdale, Florida  
33324

Dear Mr. Mueller:

RE: LETTER OF INTENT ('LOI') BETWEEN HEADKNOWLES FOUNDATION BAHAMAS AND ITALYA HEAD-RIGBY

We represent Mrs. Italya Head-Rigby and offer the following responses to your letter dated the 17<sup>th</sup> instant.

1. **Go Fund Me Campaign:** HeadKnowles Foundation was incorporated in The Bahamas on the 6<sup>th</sup> September 2019; which is after the date the Go Fund Me account was started by Mrs. Head-Rigby. At the time, the Go Fund Me account was established, it was envisioned by both Mrs. Head-Rigby and Mrs. Knowles, that any funds received from Go Fund Me would be transferred to HeadKnowles Limited, a Bahamian Company which existed prior to Hurricane Dorian and beneficially owned by both Mrs. Head-Rigby and Mrs. Knowles.

We are of the opinion that all the funds raised by Go Fund Me should be placed on the HeadKnowles Limited account for the strict use and benefit of the victims of Hurricane Dorian. As such, we do not agree with your request to release control of the Go Fund Me funds as posited in your letter.

Further, on behalf of our Client we demand that your Client immediately cease and desist from utilizing the word 'Head' in her Company's name and henceforth in any trademark, copyright, logo, or slogan for use by the HeadKnowles Foundation.



A failure on your Client's part to immediately cease and desist from utilizing "Head" in any manner as it relates to the HeadKnowles Foundation will result in us filing an Action in The Bahamas to make her do so.

2. **Joint Press Release:** As far as we are aware, neither Mrs. Knowles nor any other representative of HeadKnowles Foundation sought a joint press release with Mrs. Head-Rigby, whilst forming the HeadKnowles Foundation; a corporate structure which bares our Client's name yet completely excludes her from any involvement therein.

Based on the foregoing, our Client never had any affiliation with HeadKnowles Foundation. As such, what is required is a singular press release from Mrs. Gina Knowles indicating the reasons for the phantomlike formation of the HeadKnowles Foundation when HeadKnowles Limited already existed.

3. **Release:** All funds raised by Go Fund Me were raised for the use and benefit of HeadKnowles Limited, a Bahamian company in existence at the time of Hurricane Dorian. HeadKnowles Limited was owned and operated by both Mrs. Head-Rigby and Mrs. Knowles.

We are of the opinion that all funds raised from the Go Fund Me Campaign should be placed in the HeadKnowles Limited account under the control of Mrs. Head-Rigby and Mrs. Knowles, for the use and benefit of the victims of Hurricane Dorian. If this position, is not consented to within seven days of the date hereof or by Thursday, the 31<sup>st</sup> October 2019, we will commence an Action against Mrs. Knowles and the HeadKnowles Foundation to determine if the HeadKnowles Foundation is the rightful beneficiary of the Go Fund Me funds.

To avoid such contentious litigation and as an act of good faith, Mrs. Head-Rigby has indicated that she is prepared to release all remaining funds to HeadKnowles Limited upon Mrs. Knowles and the Head Knowles Foundation providing audited financial records for all funds already transferred to her from Mrs. Head-Rigby. The audited financial records should also be provided to both Go Fund Me and the Florida Department of Agriculture.

Additionally, for the remaining funds to be released to HeadKnowles Limited we would require Mrs. Knowles to be bound to all reporting



standard as required by both Go Fund Me and the Florida Department of Agriculture.

4. **HeadKnowles Intellectual Property:** All intellectual property relating to 'HeadKnowles' is jointly owned by Mrs. Head-Rigby and Mrs. Knowles. As such, a cessation on our Client's part of its use could only occur if she is compensated for the same. At this time, our Client has refused to relinquish her intellectual property rights.
5. **Gmail Account:** The release of any control over any email account or social media page is categorized as intellectual property and shall only be relinquished by our Client if she is compensated for the same.
6. **Confidentiality:** We agree to keep these negotiations confidential until such time as a Court Action is filed in The Bahamas or elsewhere. At such time, all correspondence will be relied on for evidential purposes.

Yours sincerely,

**ALEXIOU, KNOWLES & CO.**

A handwritten signature in black ink, appearing to read 'A. Williams', is written over a horizontal line. Below the signature, the name 'Ashley D. Williams' is printed in a small, black, sans-serif font.

Ashley D. Williams

Cc: Mr. Carl Bethell, Q.C.; The Attorney General of The Commonwealth of The Bahamas  
Ms. Nerissa Greene, Bahamian Counsel, HeadKnowles Foundation  
Ms. Sasha Velez, Florida Department of Agriculture  
Ms. Laura Dimeling, Go Fund Me

# **Exhibit O**

## William F. Mueller

---

**From:** William F. Mueller  
**Sent:** Tuesday, December 17, 2019 11:25 AM  
**To:** Gardner, Jared  
**Cc:** Tom Mersch; Gary L. Brown  
**Subject:** December 3 2019 Meeting Follow-up  
**Attachments:** Gardner 12032019 FU FV.pdf

Hello Jared—

Attached are the remaining documents and a summary explanation of those documents we discussed at our December 3, 2019, meeting.

Also, we've tried to contact you numerous times for the promised follow-up discussion—when are you available for a call?

Thank you.

Bill

William F. Mueller, Esq.  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
[Website](#) | [Email](#)



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10360 W. State Road 84, Fort Lauderdale FL 33324 | Phone: (954)370-9970, Fax: (954)382-1988  
www.kelleykronenberg.com

December 17, 2019

**VIA EMAIL**

Jared Gardner, Esquire,  
Senior Attorney and Associate General Counsel  
Department of Agriculture and Consumer Services  
407 S. Calhoun Street, Suite 520  
Tallahassee, Florida 32399-6587  
850-245-1000  
Jared.Gardner@fdacs.gov

**Re: Documents Discussed at our December 3, 2019 Meeting at the  
Department of Agriculture and Consumer Services, Tallahassee, Florida**

Dear Mr. Gardner:

Thank you again for meeting with us on December 3, 2019. The following documents referenced below (which are included as attachments) were either discussed and/or shown to you at the December 3 meeting and responds to your previous request for copies of those documents.

**Exhibit A**

This is a WhatsApp conversation between Lia Head-Rigby (“Lia Head”) and Gina Knowles in which Ms. Head was seeking agreement to use money raised through the GoFundMe (“GFM”) campaign for their respective families. “Chad” is Ms. Head’s husband, “Shane” is Ms. Knowles’ brother. As we stated at our meeting, Ms. Knowles declined to misuse funds in this manner.

**Exhibit B**

This exhibit reflects Ms. Head’s bank balance on August 31, 2019, and shows the paltry amount of \$93.79. We mentioned at our meeting that Ms. Head had very limited means before the GFM campaign and therefore rarely travelled or was seen at entertainment venues like Disneyworld. My client informs that Ms. Head’s lifestyle changed after the GFM campaign commenced and posted photos at entertainment venues and destination she travelled to.

**Exhibit C**

There are two portions to this Exhibit—C1 and C2.





## Exhibit C1

- a) This Exhibit reflects a string of WhatsApp messages. There are three key points in this string of messages. First, Rhondi Treco, an officer for my client, confronts Chad Rigby (Lia Head's husband) about the alleged conversion of funds by Lia Head. Second, Ms. Head inappropriately made two approximate \$1,000 withdrawals after she had wired the GFM funds from her personal Bank of America bank account to a jointly controlled HeadKnowles Limited bank account (jointly controlled by Ms. Head and Ms. Knowles). What is interesting is that Ms. Head could have made the withdrawals from her personal Bank of America account, but didn't. She waited until the funds had been transferred and then made the withdrawals. My client believes Ms. Head did this in order to avoid detection from any account monitoring in the United States. Third, after Ms. Head realizes that my client was aware of the inappropriate withdrawals, Ms. Head separates herself publicly from my client (the press release is Exhibit C2). In that press release, Ms. Head states "I would like to publicly announce that funding collected through Go Fund Me has been, and will continue to be released and turned over to the local branch of HeadKnowles headed by Mrs. Gina Knowles." That statement is unequivocally false.
- b) The string begins with a message from Chad Rigby on September 15—Lia Head's husband, although the WhatsApp heading says "Lia Head."<sup>1</sup> We know it is her husband Chad because the message starts by stating "Good night ladies...Chad here." My client circled Chad's communication with yellow. Further on in the WhatsApp conversation, Lia Head herself signs on to the chat. Evidently, Ms. Head was sleeping and her husband took the phone during his part of the conversation. My client circled in blue when Lia Head herself shows up in the conversation.
- c) Rhondi Treco is an officer for my client. You'll note she initially confronts Mr. Rigby with Lia Head's two approximate \$1,000 withdrawals. I have provided information about these two withdrawals in previous correspondence to the Department.
- d) Mr. Rigby attempts to deflect accountability for his wife's alleged conversion of funds (the two \$1,000 withdrawals) by stating that the funds were used for his family that was impacted by Hurricane Dorian. Ms. Treco strenuously objects to the inappropriate withdrawals of funds.
- e) At the point in the conversation circled in blue, Lia Head is part of the conversation. Ms. Head realizes that my client is aware of the inappropriate withdrawals.

## Exhibit C-2

- a) The next day, September 16, Lia Head releases her press release announcing to the Bahamian media that she is no longer affiliated with my client. Of course, as we have previously stated to you, Ms. Head went on from this point and continued to raise money through GFM and using my client's name.

---

<sup>1</sup> Exhibit C1 has been edited for relevant sections of the alleged conversion of funds. The entire WhatsApp conversation is available to the Department if needed.

**Exhibit D**

This is another WhatsApp conversation that Lia Head was part of, but my client was not. It was subsequently sent to my client. In this conversation Ms. Head attempts to assign blame to my client (Gina Knowles in particular) and make Ms. Knowles look like a bad actor for not complying in sending Ms. Head a receipt for the funds Ms. Head sent to my client.

**Exhibit E**

Once my client realized that Ms. Velez had flagged Ms. Head's GFM campaign for non-compliance with Florida law, my client notified me and I contacted Ms. Velez. In speaking to Ms. Velez, I requested assistance in reaching GFM. Ms. Velez readily did this. After the introduction and after our initial conversation with GFM, GFM commenced their own investigation. Ms. Head, through this WhatsApp message sent this to Ms. Knowles admitting she sent the "\$1.007M" and recommending to Ms. Knowles that she outlines uses for the funds which in reality might not even exist.

**Exhibit F**

We mentioned at our meeting that Ms. Head is raising money (and of course, using the HeadKnowles Foundation name) and funneling it to other accounts that are not related to HeadKnowles Foundation. This is evidence of \$5,000 sent from The Mindala Foundation to one of Ms. Head's unknown accounts. My client informs me they do not have access to this account.

**Exhibit G**

This is a letter from Ms. Head's attorney in the Bahamas, Mr. Ashley Williams. As you know from our previous discussions and the previous email to you with financial documents, Ms. Head sent my client \$733,385.28 on September 9, and \$268,665.45 on September 16, 2019 (those amounts are net of bank fees and correlate to the approximate "\$1,007M" which Ms. Head admitted to sending as noted above. This letter demands that my client publish a retraction that my client ever received the above mentioned funds. In other words, Ms. Head was asking my client to lie about the funds that were sent and received. Apparently, Mr. Williams did not do a basic level of legal due diligence and is aiding Ms. Head in seeking false statements from my client. Sadly, for Mr. Williams, he copied the Attorney General for the Bahamas on his correspondence.

Please let me know if you have additional information requests or questions on these or any other documents we have forwarded to you

Very truly yours,

*/s/ William F. Mueller*

William F. Mueller, Esq.  
For the Firm

cc: Client (with attachments)  
Thomas Mersch, Esquire  
Gary Brown, Esquire

**EXHIBIT A**

New World Contact

Lia Whitledge saying get Shane and Chad family straight

1:19

< 205 Lia Head

I'm freaked

3:42 AM

Gotta get the kids into school

3:42 AM

My brainnnnnnnnn

3:42 AM

HK gotta get both Shane and Chad family secure for at least 6 months.

3:44 AM

Imma look for something nearby us and show you.

3:45 AM

Where is Shane them gonna live? Can we get him a rental house/apt too?

3:55 AM

Gina!!! All these people headed to MY house 🤔🤔🤔🤔🤔🤔  
omg

3:58 AM

9/14/2019

New Oriental Cleaners Ltd. Mail - Lia WhatsApp saying get Shane and Chad family straight

Pls let me get them settled too;  
I can't deal.

3:47 AM

I just passed out cause I am so  
stressed about them. And  
getting MEEKS to hospital here.

3:49 AM



Sighx2

3:49 AM



LIA/CHAD RIGBY  
BANK OF AMERICA  
PERSONAL ACCOUNT  
BEFORE  
COPYING  
HEADLINE

### Exhibit B

LIACHAD MAIN **EDIT**

AUG 31, 2019 3:37 PM **\$93.79**  
Available Balance ⓘ

#### RECENT TRANSACTIONS

Processing  
CHECKCARD MCDONALD'S F20709  
MAITLAND FL ON 08/30 **-\$4.26**  
\$93.79

Processing  
CHECKCARD AMZN MKTP US AMZN  
SEATTLE WA ON 08/30 **-\$92.14**  
\$98.06

08/30/2019  
KEEP THE CHANGE TRANSFER TO ACCT 2326  
FOR 08/30/19 **-\$2.84**  
\$190.19

08/30/2019  
COMENITY PAY II DES:WEB PYMT  
ID:P19241299498045 INDN:CHAD RIGBY CO  
ID:XXXXX80275 WEB **-\$35.00**  
\$193.03

08/30/2019  
WELLS FARGO CARD DES:CCPYMT  
ID:XXXXX697123215 INDN:HEAD ITALYA CO  
ID:XXXXX50794 WEB **-\$72.35**

# **Exhibit C1**

10:48

LTE 

< 15



HK Admins #warriors

Ashley 🍌, Crystal, Dena, Erica Lain...



**Lia Head**      **Sun, 15 Sep**  
Good night ladies... Chad here.  
Listening to voice notes are confusing. I was present when Gina, Rhondi, Lia we're chatting about some assistance for Gina. Lia proposed a salary for Rhondi. Both Gina and Rhondi initially agreed on a figure. Nothing was finalized. However, Lia stayed that Gina would be final person to make all those decisions regarding how the money will be spent on her end considering she's in Nassau and would more information from the standpoint of The evacuees and what they will need. The money that has been transferred will be used for the operating budget on Gina's end. She will have to figure out her operating budget. Lia will do the same on her end which she has been working on. It's not finalized as yet.

5:11 PM



10:48

LTE

15 **HK Admins #warriors**  
Ashley 🍌, Crystal, Dena, Erica Lain..

Erica Laing



Rhondi Treco



I'm still trying to figure out why there are two ATM withdrawals from Florida the same day the transfer was made and these aren't little amounts...still no answer...all I hear is crickets. 🐛 this is why I'm so confused! Why would you waste money removing funds from a Bahamian account when you





10:48

LTE

< 15  **HK Admins #warriors**   
Ashley 🍌, Crystal, Dena, Erica Lain...

removing funds from a Bahamian account when you have almost half a million sitting in your personal/business BOA account. This shit don't make no sense...and I think I'm a smart girl soooooooooooooo WHAT was the \$2000 that was removed via ATM Card used for?? Where are the receipts?? HOW THE HELL DO YOU EXPECT US TO ACCOUNT FOR MONEY WHEN YOU KEEP REMOVING IT!!!!!!

Erica Laing



Lia Head

Relief's efforts are happening here also... collection of any items that donors feel evacuees



10:48

LTE

< 15



**HK Admins #warriors**

Ashley 🧡, Crystal, Dena, Erica Lain...



Relief's efforts are happening here also... collection of any items that donors feel evacuees may need. What money has been spent on Lia end so far will be made available I'm helping her out with receipt collection. I'm sure Gina is doing the same.

9:34 PM

Rhondi Treco

So now you contradicting yourself

9:35 PM

I thought no money was being spent

9:36 PM

And if money is being spent send receipt to the actual treasurer of the actual foundation because only the FOUNDATION has to account for these funds that are being removed without any receipts

9:36 PM

All funds raised on behalf Hurricane Dorian relief must be transferred to the Headknowles



10:48

LTE

< 15



**HK Admins #warriors**

Ashley 🍌, Crystal, Dena, Erica Lain...



All funds raised on behalf  
Hurricane Dorian relief must be  
transferred to the Headknowles  
Foundation in the Bahamas.  
Please let us know when we can  
expect?

9:37 PM ✓

Rhondi Treco

You

All funds raised on behalf Hurricane  
Dorian relief must be transferred to the  
Headknowles Foundation in the Baha...

If money has been sent send  
the receipts also cause we have  
to account for EVERY PENNT

9:38 PM

THIS IS WHY THE SECOND  
attempt to make a foundation in  
the US just murks up the water

9:38 PM

And this is facts Chad

9:38 PM

I'm sorry but multiple  
accountants for one foundation  
is ludacris

9:39 PM



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🍌, Crystal, Dena, Erica Lain...



**Rhondi Treco**

And we are a Bahamian Company...if Lia wants to create her own foundation and be responsible for her own stuff then no one will hold her down for anything but at this time it is causing MASS CONFUSION

9:41 PM

**Lia Head**

1000 was given to me for gas and grocery for my family that made it over to me here. The other half was Lia and her petty cash.

9:41 PM

**Rhondi Treco**

NO one is donating to LIA!!! They are donating to a functioning Non profit organization who has by-laws and rules. If she needs to be brought up to speed we can have that conversation but right now it just looks like more shadiness for Lia

9:42 PM



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🍌, Crystal, Dena, Erica Lain...



and times. If she needs to be brought up to speed we can have that conversation but right now it just looks like more shadiness for Lia

9:42 PM

Wow

9:42 PM

**Rhondi Treco**

**Lia Head**

1000 was given to me for gas and grocery for my family that made it over to me here. The other half was Lia an...

Wow

9:42 PM

Wow

9:42 PM

Wow

9:42 PM

**Rhondi Treco**



0:00

9:42 PM



**Rhondi Treco**



0:00

9:42 PM



**Rhondi Treco**



0:00

9:42 PM



**Lia Head**



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🍑, Crystal, Dena, Erica Lain...



learn in Orlando and from your answer  
Rhondi, not in Nassau. Everyone is v...

I still don't understand why an operational budget is needed there. Shouldn't all of this have been discussed, voyrf and agreed upon?

**Lia Head**

An operational budget is need on both ends... in Nassau and here in Orlando. Without the budget how can you operate with in any limits?

**Rhondi Treco**

Volunteers!!! That's how we always did it

It isn't a time for people to take advantage its time for them to give

Next time they may not be so lucky and it may be them who needs help...that's how the world works



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🇺🇸, Crystal, Dena, Erica Lain...



needs help...that's how the world works

10:08 PM

**Lia Head**

Rhondi please reminded that family and friends are evacuees.... whether it was my family or unfortunately Gina's brother in Abaco.

10:07 PM

**Dena Feaste**

**Lia Head**

An operational budget is need on both ends... in Nassau and here in Orlando. Without the budget how can you ope...

There were never operational costs before. The more spent on operations, the less the evacuees get

10:05 PM

**Rhondi Treco**

Yes but all should follow the same rules is the point that I feel you are missing

10:03 PM

**Rhondi Treco**

**Lia Head**



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🍌, Crystal, Dena, Erica Lain...



feel you are missing 10:08 PM

**Rhondi Treco**

**Lia Head**

Rhondi please reminded that family and friends are evacuees.... whether it was my family or unfortunately Gina'...

Even more reason to be  
**COMPLETELY TRANSPARENT**

10:09 PM

Perception is a serious thing

10:09 PM

And so is Entitlement

10:09 PM

**Lia Head**

I agree with you Rhondi volunteers they do it. The donations help with everything.... whether fuel for aircrafts or trucks moving donated items.

10:10 PM

**Dena Feaste**

**Lia Head**

Rhondi please reminded that family and friends are evacuees.... whether it was my family or unfortunately Gina'...





10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🍌, Crystal, Dena, Erica Lain...



**Dena Feaste**

**Lia Head**

Rhondi please reminded that family and friends are evacuees.... whether it was my family or unfortunately Gina'...

That is true, but we have to be careful how we go about that. It could be misconstrued by the public as favoritism. That's a very fine line to walk

**Rhondi Treco**

Never once did you discuss anything with us so we could formulate a plan that would not put us in jeopardy of fraud and embezzlement

And if I don't have receipt I loose. I don't get nothing back. Ok I'm still up working. I don't have time honestly. My brother got a job. He's on my couch. I' think our families are lucky they had us to come too. We



10:49

LTE 

< 15



**HK Admins #warriors**

Ashley 🧡, Crystal, Dena, Erica Lain...



And if I don't have receipt I loose. I don't get nothing back. Ok I'm still up working. I don't have time honestly. My brother got a job. He's on my couch. I' think our families are lucky they had us to come too. We have 1200 people in 1 single shelter here. Thousands with no roof.

10:10 PM //

**Lia Head**

Yes ma'am Rhondi even more... you are right.

10:10 PM

**Rhondi Treco**

There were many donations in the states and we could have helped provide whatever his family need just like Dr Cates and NPCC provided goods for Shane and his family

10:11 PM

The point is you are making bad decisions and we are trying to fix the mess before we can't!



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🍌, Crystal, Dena, Erica Lain...



The point is you are making bad decisions and we are trying to fix the mess before we can't! You have to understand it's not about you!

10:11 PM

Cash should never be removed without justification and full disclosure

10:12 PM

**Lia Head**

It's not about me...

10:12 PM

**Erica Laing**

**Lia Head**

1000 was given to me for gas and grocery for my family that made it over to me here. The other half was Lia an...

@Crystal Holder there is the answer to your question

Chad/Lia - May we have a pic of the ATM Receipts and the relevant receipts for purchases. That is what I was asking for

10:13 PM



10:49

LTE

< 15



**HK Admins #warriors**

Ashley 🧡, Crystal, Dena, Erica Lain...



That is what I was asking for

10:13 PM

**Erica Laing**

**Lia Head**

It's not about me...

Is this Chad or Lia now?

10:13 PM

**Lia Head**

Lianhas more info on what is either at Tropix or or here in Orlando at the hanger... in reference to NPCC and Dr. Cates

10:14 PM

It's me Chad

10:14 PM

Not accustomed to using Lia's phone like this

10:14 PM

**Dena Feaste**

**Lia Head**

Rhondi please reminded that family and friends are evacuees.... whether it was my family or unfortunately Gina'...

. The point is, the world is watch and you are aware that there



10:49

LTE 



**HK Admins #warriors**

Ashley 🧡, Crystal, Dena, Erica Lain...



**Dena Feaste**

**Lia Head**

Rhondi please reminded that family and friends are evacuees.... whether it was my family or unfortunately Gina'...

. The point is, the world is watch and you are aware that there are people who are looking and digging hoping to find one shred of evidence that Headknowles is stealing. We can't afford to give them that satisfaction. There are people blatantly, without fear of correction calling Lia and Gina thieves. How does it look if it got out that money that came directly from Headknowles went to Lia's husband?

10:15 PM

**Erica Laing**

I have a headache. Goodnight

10:16 PM

**Lia Head**

Good night

10:16 PM



10:51

LTE

< 15



**HK Admins #warriors**

Ashley 🍑, Crystal, Dena, Erica Lain...



Or, I need to know for my personal clarity.

8:42 AM

**Lia Head**

**You**

📷 And Isabel is answering the Headknowles email??????? No no no. And you changed the passwor...

Mawnin Gina/ yawl ... that's not so. The same passwords remain and you have the GFM password too. Nothing has changed. Pls retry.

I have given the accountant the password too so that she can sit down with Atkinson and control it all, like I said yesterday. I hope he gets with her soon.

I am answering your email I got, now.

9:53 AM

**Lia Head**

**You**

📷 And Isabel is answering the



10:51

LTE 

< 15



**HK Admins #warriors**

Ashley 🧡, Crystal, Dena, Erica Lain...



0:21

9:45 AM



**Lia Head**

As you have separated us fully, Gina - no more Head in the entities, I shall remove myself completely. I will write a very positive and lovely release. That says I am working hard over here to get you direct funding. Simple. Show it to yawl. And remain out of your way. I am FINE with whatever needs to happen. I'd just like to be consulted.

I will scroll back up later today and see what I missed as I'm now understanding that Chad had my cell while I was out cold. Wow. Ok.

I'm here to help the cause. Not harm.

Congrats again on Phil's. A



# Exhibit C2



TO: All Media  
FROM: Lia Head – The Head Organization  
RE: Separation of Head & Knowles Brand  
DATE: September 16<sup>th</sup>, 2019

---

Since 2015, what started out as a small Facebook group, grew into the HeadKnowles foundation fueled by people eager to give back. I was thrilled to be a Co-founder of this beautiful adventure. As of September 16<sup>th</sup>, 2019, it is with a heavy heart that I announce my separation from the HeadKnowles Foundation.

Firstly, I would like to personally thank everyone that has recently donated to the Go Fund Me (GFMe) account, you have helped HeadKnowles to make incredible strides with assisting those devastated by Hurricane Dorian. As a Bahamian living in Orlando FL, it has been my position to secure donations and partnerships, global communications and coordinating logistics for HeadKnowles from this end, ensuring that our efforts remain consistent and funded. Recently, due to the influx of donations breaking records at GFMe, the largest collected by HeadKnowles to date, I was asked by GFMe to satisfy paperwork as to why these funds were raised and also to be IRS-compliant with these donations. I can say factually, these items were satisfied.

Having said that, I would like to publicly announce that funding collected through Go Fund Me has been, and will continue to be released and turned over to the local branch of HeadKnowles headed by Mrs. Gina Knowles. Additionally, as agreed by the original founders of HeadKnowles (Gina & Lia), as of today the request to close the GoFundMe HeadKnowles Emergency account has been submitted.

Over the last week, I have been disheartened by certain measures to damage my name and reputation as a Bahamian whose only goal has been to assist those devastated from natural disasters. I've tried very hard over this time to ensure that I satisfied all request made of me and I am really disappointed that we are on different paths now.

My goal remains the same since day one, which is loyalty and assistance to any and all Bahamians and residents affected by Hurricane Dorian or any other natural disaster. After much deliberation with my team, it has become our decision to focus our efforts on building global relations, bringing much needed awareness and assistance to The Bahamas to ensure the rebuilding and restoration of our beautiful country. My network continues to reach out to me and I am grateful for their support.

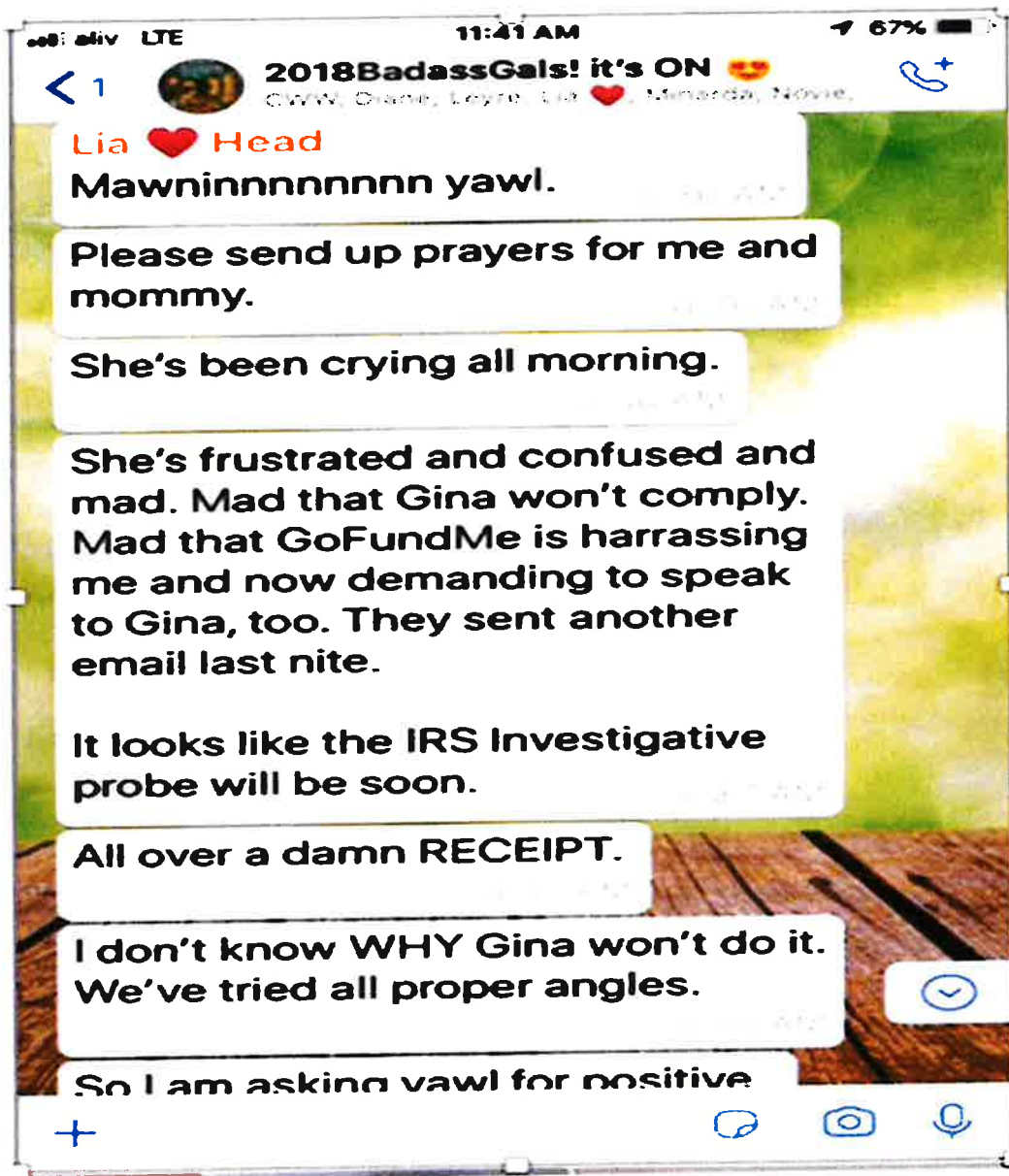
Bahamians, I remain committed to you, I have refused to step into the arena and lower my standards with those who question my integrity. Instead I will be using all of my energy and efforts to support organizations such as BAARK Bahamas, Our Grand Bahama, Abaco – The Rebuild Fund and others as they come.

I look forward to continually serving you. Stay tuned...

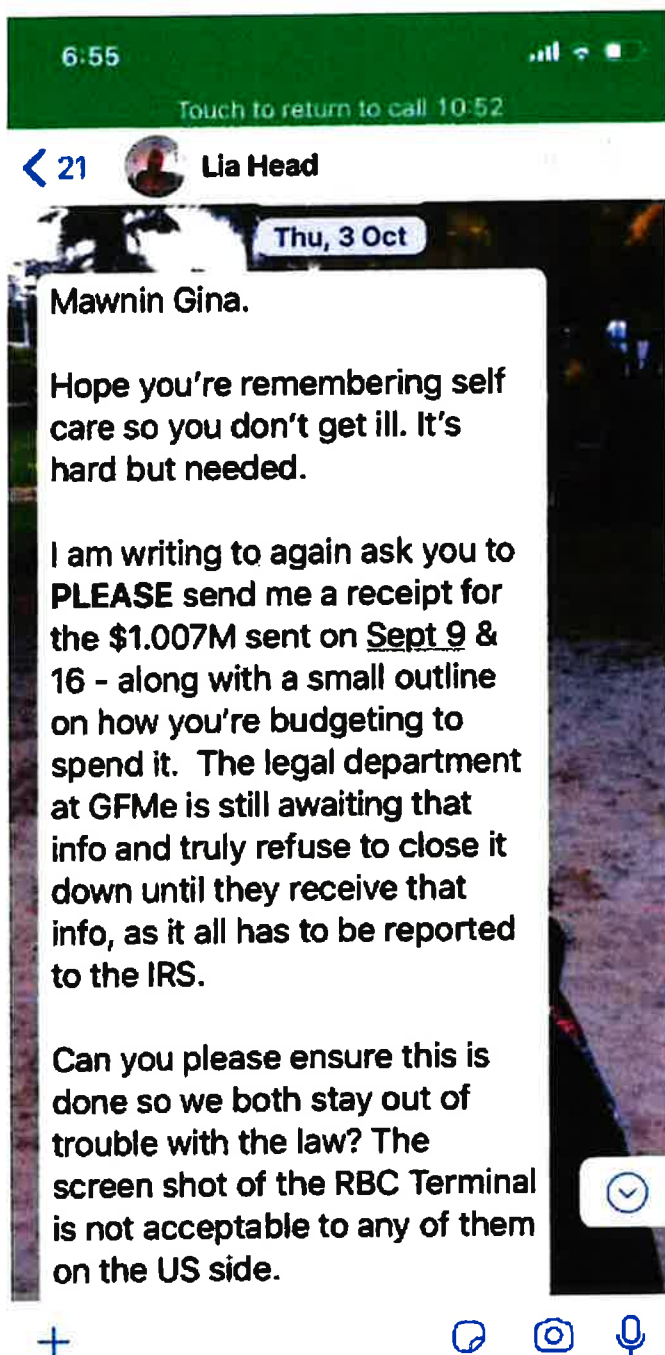
:: The Head ORG via Media Mavens Group ::  
:: P.O. Box 195861 Winter Springs FL, 32719 ::



## Exhibit D



# Exhibit E



6:55



Touch to return to call 11:02

< 21



Lia Head

done so we both stay out of trouble with the law? The screen shot of the RBC Terminal is not acceptable to any of them on the US side.

Even if you type out in an email that you received the cash and you will be using it for a list of reasons. I wrote mine in 10 minutes ... for example you can even put the Home for the Elderly that you wanted to do... I have:

- Education
- Home repairs
- Rebuilding efforts and supplies
- Volunteer costs

The basic projects we've done before.

Once I get that from you, I can submit to them and get you the final \$207K sitting there in their account. And close it down and



7:06



< 21



Lia Head



submit to them **Thu, 3 Oct** you the final \$207K sitting there in their account. And close it down and get this nightmare to stop.

Please do it so you and I don't have to go through the IRS and investigations that are almost imminent at this point. One receipt and outline and it's all set.

Can you please do it and send it? Either directly to me, or have Atkinson send to Darnell Osborne who is my accountant (from Dairy Queen) ... but a proper receipt is necessary to clear our names.

Would truly appreciate us doing this and not having any issues with the law.

Please let me know your thought - and hopefully - please let me know when you're



7:06



< 21



Lia Head



have to go thr ~~Thu, 3 Oct~~ 7:5 and investigations that are almost imminent at this point. One receipt and outline and it's all set.

Can you please do it and send it? Either directly to me, or have Atkinson send to Darnell Osborne who is my accountant (from Dairy Queen) ... but a proper receipt is necessary to clear our names.

Would truly appreciate us doing this and not having any issues with the law.

Please let me know your thought - and hopefully - please let me know when you're sending it.

Thanks Gina. Honestly, thanks.

Lia xx



# Exhibit F

2:50     
 **Inbox**      **5 Messages**       



**Stefanie Uhrina**

Friday

To: Isabear & 2 more... >

## **RE: Donation Sent to Chase Bank - Acworth, GA**

Good morning,

We sent a wire to you back on September 10<sup>th</sup> from The Mindala Family Foundation for the amount of \$5,000.00. Our bank has now reached back out to us stating your bank has rejected the funds and has returned the money to us.

Message from our bank; Huntington Bank:

I spoke to our internal wire research and they told me that they received more correspondence from Chase that Chase "effected the wire as instructed." Clearly not, since they returned the wire. We are sending another message back to ask what they're talking about. As I said before, the messages are telegram-style due to international wire process requirements. I share your frustration, but please know that I am on top of it and will keep digging for answers as quickly as possible.

Our wire research recommended that you reach out to the beneficiary and let them



2:51



5 Messages

< Inbox Donation Sent to Chase... ^ v

what they're talking about. As I said before, the messages are telegram-style due to international wire process requirements. I share your frustration, but please know that I am on top of it and will keep digging for answers as quickly as possible.

Our wire research recommended that you reach out to the beneficiary and let them know that Chase is telling us they credited the funds, but that you were notified by your bank that the funds have been returned. This way, your beneficiary can go back to Chase with questions.

Can you please confirm for us if you ever did receive the funds and then it was taken away.

Thank you,

Stefanie Uhrina

**From:** Isabear Media

[<isabearmedia@gmail.com>](mailto:isabearmedia@gmail.com)

**Sent:** Tuesday, September 10, 2019 10:50 AM

**To:** Stefanie Uhrina [<stefanieuhrina@gmail.com>](mailto:stefanieuhrina@gmail.com)

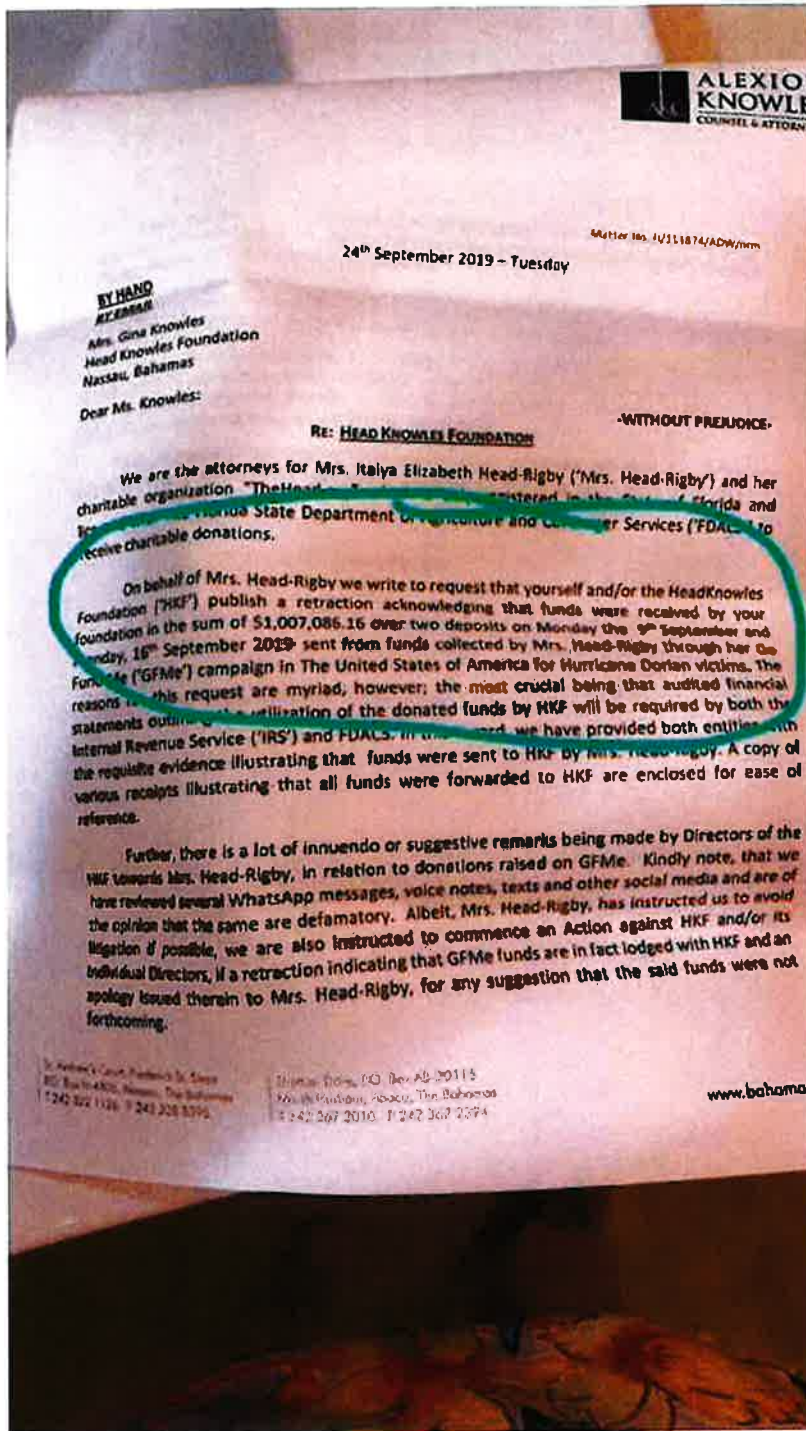
**Cc:** Head Knowles [<headknowles@gmail.com>](mailto:headknowles@gmail.com); [lia@headknowlesbahamas.com](mailto:lia@headknowlesbahamas.com)

**Subject:** Re: Donation Sent to Chase Bank - Acworth, GA

Good morning,



# Exhibit G



ALEXIOU  
KNOWLES  
COUNSEL & ATTORNEY

Matter No. 19/11874/ADW/nm

24<sup>th</sup> September 2019 – Tuesday

BY HAND  
RECEIVED

Mrs. Gina Knowles  
Head Knowles Foundation  
Nassau, Bahamas

Dear Ms. Knowles:

Re: HEAD KNOWLES FOUNDATION

-WITHOUT PREJUDICE-

We are the attorneys for Mrs. Ralya Elizabeth Head-Rigby ('Mrs. Head-Rigby') and her charitable organization 'The Heart Foundation' which is registered in the State of Florida and for the Florida State Department of Revenue and Customer Services ('FDACS') to receive charitable donations.

On behalf of Mrs. Head-Rigby we write to request that yourself and/or the HeadKnowles Foundation ('HKF') publish a retraction acknowledging that funds were received by your Foundation in the sum of \$3,007,085.16 over two deposits on Monday the 9<sup>th</sup> September and Monday, 16<sup>th</sup> September 2019 sent from funds collected by Mrs. Head-Rigby through her GoFundMe ('GFMe') campaign in The United States of America for Hurricane Dorian victims. The reasons for this request are myriad, however, the most crucial being that audited financial statements outlining the utilization of the donated funds by HKF will be required by both the Internal Revenue Service ('IRS') and FDACS. In this regard, we have provided both entities with the requisite evidence illustrating that funds were sent to HKF by Mrs. Head-Rigby. A copy of various receipts illustrating that all funds were forwarded to HKF are enclosed for ease of reference.

Further, there is a lot of innuendo or suggestive remarks being made by Directors of the WWF towards Mrs. Head-Rigby, in relation to donations raised on GFMe. Kindly note, that we have reviewed several WhatsApp messages, voice notes, texts and other social media and are of the opinion that the same are defamatory. Albeit, Mrs. Head-Rigby, has instructed us to avoid litigation if possible, we are also instructed to commence an Action against HKF and/or its individual Directors, if a retraction indicating that GFMe funds are in fact lodged with HKF and an apology issued therein to Mrs. Head-Rigby, for any suggestion that the said funds were not forthcoming.

St. Andrew's Court, Nassau, B. S. S.  
P.O. Box 1400, Nassau, The Bahamas  
T: 242 322 1128 F: 242 322 3394

Website: [www.alexkiouknowles.com](http://www.alexkiouknowles.com)  
Toll-free: 1-800-367-2010  
T: 242 367 2010 F: 242 367 2094

[www.bahamas.com](http://www.bahamas.com)



Kindly note that the aforesaid retraction should contain a full and complete timeline of when the funds were sent to HKF, the approximate amount of the funds received (less charges), and the allotted use of the received funds by HKF.

We on behalf of Mrs. Head-Rigby, hereby also request that we be provided with confirmation that bank accounts previously operated by Headknowles Limited, to which she is a signatory, namely RBC Account No. 05745-2883452, be closed immediately.

Further, as Mrs. Head-Rigby is no longer a part of HKF, we demand the immediate cessation of the use of her name in any shape or fashion. If the immediate usage of her name (and the goodwill attached thereto) is not ceased immediately, we are also instructed to commence an Action against you and HKF for 'passing-off'.

Please be advised that if we do not receive a response from you by Friday, the 27<sup>th</sup> instant, we will commence an Action for defamation and passing-off against HKF, and/or its Directors.

Govern yourself accordingly.

Yours sincerely,  
ALEXIOU, KNOWLES & CO.

  
Ashley D. Williams

Cc: Mr. Carl Bethell, Office of The Attorney-General  
Etc.

# **Exhibit P**

## William F. Mueller

---

**From:** William F. Mueller  
**Sent:** Monday, January 06, 2020 9:48 AM  
**To:** Nikki.Fried@FDACS.gov  
**Cc:** Tom Mersch  
**Subject:** E-mail Correspondence from Bill Mueller, Esq., Kelly Kronenberg, Attorneys at Law

Hello Commissioner Fried—

My name is Bill Mueller, I'm an attorney at Kelley Kronenberg in Fort Lauderdale, Florida. I represent the HeadKnowles Foundation, Bahamas, in a matter involving a Florida resident named Italya (Lia) Head-Rigby.

Below is a brief outline of the facts and your Department's involvement.

I'd like to have a conversation with your office, perhaps your Chief of Staff, regarding this matter. I believe your Department can be instrumental in resolving a tragic set of circumstances that involve Hurricane Dorian survivors in the Bahamas and avoid litigation against Ms. Head and additional involvement of your Department. My client has directed me to prepare a Complaint against Ms. Head-Rigby for alleged conversion and civil conspiracy regarding the alleged misappropriation of funds in excess of \$180,000.

Please let me know when one of your team members can be available. Thank you.

The following are the salient facts to date.

- 1) We were engaged in mid-September by HeadKnowles Foundation, a Bahamian, duly formed, not for profit corporation.
- 2) The name "HeadKnowles" is the combination of two people's names: Gina Knowles ("Knowles"), Lia-Head-Rigby ("Head").
- 3) Knowles and Head (potential Defendant) *had* a friendship that spanned back to at least 2015. They worked together on Bahamian disaster relief in the 2015 and after timeframe.
- 4) They formed a Bahamian entity on or around the 2015 timeframe, but the entity became invalid for lack of filing necessary forms with Bahamian government.
- 5) Head moved to the U.S. in approximately 2016, residence in Orlando, Florida.
- 6) Hurricane Dorian devastated northern Bahamas in the early days of September, 2019.
- 7) Knowles, with assistance from other prominent business women from the Bahamas, obtained expedited assistance from the Bahamian government to properly form HeadKnowles Foundation ("HKF").
- 8) Head starts a GoFundMe ("GFM") Campaign to raise money for Hurricane Dorian relief in early September.
- 9) Head told Knowles and HKF that given she was using HKF's name for the GFM campaign, she would send raised funds to HKF in Bahamas.
- 10) The GFM campaign was phenomenally successfully, ultimately reaching over \$1.5 million in disaster relief for Bahamian victims.
- 11) Head sends an initial approximate \$1 million to HKF in mid-September, but stopped forwarding funds mid-September.
- 12) HKF informed me that it discovered Head was helping herself to funds raised in campaign. HKF officers confront Head on inappropriate withdrawal of funds.
- 13) Head, within approximately twenty-four hours of being confronted, issues a press release to Bahamian media separating herself from HKF.
- 14) Head, at this time, was personally controlling somewhere between \$180-250,000 of raised funds.

- 15) On about this time, Department of Agriculture ("Ag") through its own compliance monitoring of GFM campaigns, identified Head's GFM campaign for lack of not for profit fund raising compliance, Chapter 496 Florida Statutes. Ag made contact with Head through a Gmail account that was shared by HKF.
- 16) HKF and Head shared the same Gmail account and saw that AG reached out, HKF contacts me immediately about Ag's inquiry.
- 17) I contacted the fraud investigator at Ag and we start working very well with Ag to have them assist us with a quiet and amicable separation with Head, for Head to turn over rest of funds from the GFM so that they can reach real victims in the Bahamas.
- 18) Also at this time, we contacted GFM; they froze campaign funds until we resolve issue with Head.
- 19) My client wanted a quiet resolution because victims needed relief, they needed the money, and GFM would be tarnished by Head's alleged improprieties.
- 20) After a few weeks of attempting to resolve dispute with Head with Ag, Head becomes adversarial; Head's Bahamian attorney sends me a threatening letter regarding my client.
- 21) Ag fraud investigator became nervous because of the Head's attorney's letter and sent matter to associate general counsel, Jared Gardner, of Ag consumer protection.
- 22) All progress essentially stopped, he stopped providing information and assistance on resolution. My colleague, Tom Mersch, myself and client went to see him in Tallahassee on December 3, 2019. My client passionately expressed its concerns about this matter. We believe Head was controlling somewhere between \$180-250,000 of raised funds. I say "was" because, on information and belief, Head is allegedly using the funds for her own purposes.
- 23) I am assembling a Complaint that is expected to be filed this month. The counts are expected to be conversion, civil theft, injunctive relief, civil conspiracy (Head's husband is also involved).
- 24) My client has hired aggressive PR firm and will go public as soon as our Complaint is filed.

**William F. Mueller, Esq.**  
**Partner/Management Consultant**  
10360 West State Road 84  
Fort Lauderdale, Florida 33324  
954. 370.9970 | Office  
954. 382.1988 | Fax  
[Website](#) | [Email](#)



Important - Kelley Kronenberg utilizes spam and junk email filtration applications in its email information systems. These systems may prevent or delay delivery of certain email communications. If you do not receive a timely response to an email communication, please contact the intended recipient via phone in one of our office locations available [here](#).

The information transmitted, including any attachments, is intended only for the person or entity to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient is prohibited, and all liability arising therefrom is disclaimed. If you received this in error, please contact the sender and delete the material from any computer. Thank you.

# **Exhibit Q**

## William F. Mueller

---

**From:** Gardner, Jared <Jared.Gardner@fdacs.gov>  
**Sent:** Monday, January 06, 2020 5:00 PM  
**To:** William F. Mueller  
**Cc:** Tom Mersch  
**Subject:** RE: E-mail Correspondence from Bill Mueller, Esq., Kelly Kronenberg, Attorneys at Law

Dear Mr. Mueller,

Please accept this as a response from the department to your email sent to the Commissioner on January 6, 2020.

The matter referenced in your email is the subject of an ongoing investigation and, as such, the department will not comment further on the status of that investigation. With that said, please know that the allegations are being taken seriously and that the investigation is being diligently pursued.

Please understand that as a regulatory agency, the department is investigating potential violations of Chapter 496, F.S. This investigation and any possible enforcement action should not dissuade your client from taking any action it deems necessary to protect its interests. As this is an ongoing investigation, the department will not be involved in mediating a resolution in this matter as any resolution reached between private parties does not necessarily resolve violations identified by the department.

We appreciate your client's willingness, both to date and in the future, to respond to the requests for information made by investigators in this matter.

Thank you,

**Jared S. Gardner**  
Senior Attorney  
Office of General Counsel  
Florida Department of Agriculture and Consumer Services

(850) 245-1000  
(850) 245-1001 Fax  
Jared.Gardner@FDACS.gov

The Mayo Building  
407 South Calhoun Street, Suite 520  
Tallahassee, Florida 32399-0800

[www.FDACS.gov](http://www.FDACS.gov)

Please note that Florida has a broad public records law (Chapter 119, Florida Statutes). Most written communications to or from state employees are public records obtainable by the public upon request. Emails sent to me at this email address may be considered public and will only be withheld from disclosure if deemed confidential pursuant to the laws of the State of Florida.