

1 **IN THE SUPREME COURT OF THE STATE OF NEVADA**

2 NUVEDA, LLC,

3 Petitioner,

4 vs

5 EIGHTH JUDICIAL DISTRICT
6 COURT OF THE STATE OF
7 NEVADA, IN AND FOR THE
8 COUNTY OF CLARK, THE
9 HONORABLE ELIZABETH
10 GONZALEZ, DISTRICT JUDGE,

11 Respondent,

12 SHANE TERRY, PHIL IVEY, AND
13 DOTAN Y. MELECH, receiver for
14 CWNEVADA, LLC, a Nevada limited
15 liability company,

16 Real Parties in Interest.

Electronically Filed
Apr 23 2021 04:06 p.m.
Elizabeth A. Brown
Clerk of Supreme Court

Supreme Court No. 82469

District Court Case No.
A-20-817363-B

Lead Case: A-17-755479-B

Other Consolidated Cases with Lead
Case:
A-19-791405-C and A-19-796300-B

17

APPENDIX VOLUME II
18 **ANSWER TO PETITION FOR WRIT OF PROHIBITION OR, IN THE**
19 **ALTERNATIVE, PETITION FOR WRIT OF MANDAMUS**
20

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Volume	Document	Bates No.
I	Order Appointing Temporary Receiver Case No. A-18-773230-B 6/13/2019	RA 001-RA 016
I	Order Appointing Receiver 7/10/2019	RA 017-RA 045
I	Court Minutes 8/18/2020	RA 046-RA 046
I	Transcript of August 18, 2020 Hearing	RA 047-RA 062
I	Court Minutes 8/28/2020	RA 063-RA 063
I	Orders Denying Request for Receivership and Injunction and Granting Motion for Clarification on OST 9/25/2020	RA 064-RA 069
I	Motion for Authorization to Reinstate CWNV and CWNV1 and for Leave on OST 10/08/2020	RA 070-RA 162
I	Transcript of Proceedings October 19 2020	RA 163-RA 177
I	Order Granting Motion for Authorization to Reinstate CWNV and CWNV1 and Motion for Leave on OST 11/24/2020	RA 178-RA 181
I	Motion for Order to Show Cause on OST 12/04/2020	RA 182-RA 245
II	Court Minutes 12/18/2020	RA 246-RA 247
II	Renewed Motion for Order to Show Cause on Order Shortening Time 01/21/2021	RA 248-RA 396
II	Court Minutes Renewed Motion for Order to Show Cause 2/01/2021	RA 397-RA 398
II	Emails with attachments Re: Case No. A-17-755479-B - Renewed Motion for Order to Show Cause 2/08/2021	RA 399-RA 414
II	Status Report Re Contempt Hearing 2/26/2021	RA 415-RA 418
II	Court Minutes - Status Reports - March 1, 2021	RA 419
II	Status Check and Request for Related Relief 3/10/2021	RA 420-RA 432
II	Transcript of Proceedings March 17, 2021	RA 433-RA 446

A-17-755479-B

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 18, 2020

A-17-755479-B Nuveda LLC, Plaintiff(s)
vs.
4Front Advisors LLC, Defendant(s)

December 18, 2020 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** Chambers

COURT CLERK: Dulce Romea

PARTIES None. Minute order only - no hearing held.

PRESENT:

JOURNAL ENTRIES

- MOTION FOR ORDER TO SHOW CAUSE ON ORDER SHORTENING TIME...PLAINTIFF'S
OPPOSITION TO MOTION FOR AN ORDER TO SHOW CAUSE ON ORDER SHORTENING TIME
AND COUNTERMOTION FOR RECONSIDERATION

The Court, having reviewed the request for an Order to Show Cause, the countermotion, and the related briefing and being fully informed, DENIES both motions. As the Receiver has not yet submitted the revival application to the Secretary of State in hard copy, the Court declines to take any action at this time. If a denial is made by the Secretary of State's Office the Court may take other actions related to the subject matter of the Order to Show Cause. Counsel for the Receiver is directed to submit a proposed order approved by opposing counsel consistent with the foregoing within ten (10) days and distribute a filed copy to all parties involved in this matter. Such order should set forth a synopsis of the supporting reasons proffered to the Court in briefing. This Decision sets forth the Court's intended disposition on the subject but anticipates further order of the Court to make such disposition effective as an order.

1-11-21 9:00 AM PLAINTIFF'S MOTION TO ENTER ORDER ON SHANE TERRY'S
CLAIMS AND RELATED RELIEF

1-15-21 CHAMBERS DESERT EVOLUTION, LLC'S MOTION TO INTERVENE ON ORDER
SHORTENING TIME

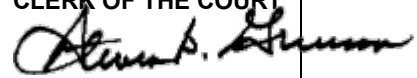
PRINT DATE: 12/23/2020

Page 1 of 2

Minutes Date: December 18, 2020

RA 246

CLERK'S NOTE: A copy of this minute order was distributed via Odyssey File and Serve. / dr 12-23-20



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Attorneys for Plaintiffs

**DISTRICT COURT
CLARK COUNTY, NEVADA**

NUVEDA, LLC, a Nevada Limited Liability
Company; and CWNEVADA LLC, a Nevada
Limited Liability Company,

Plaintiffs,

v.

4FRONT ADVISORS LLC, foreign limited
liability company, DOES I through X and
ROE ENTITIES, II through XX, inclusive,

Defendants.

Case No.: A-17-755479-B

Consolidated With: A-19-791405-C,
A-19-796300-B, and A-20-817363-B

Dept. No.: ● XI

Date of Hearing: 02/01/2021

Time of Hearing: 9:00a.m.

AND RELATED MATTERS

**RENEWED MOTION FOR ORDER TO SHOW CAUSE
ON ORDER SHORTENING TIME**

Dotan Y. Melech ("Melech" or the "Receiver"), as the Court Appointed Receiver of
CWNeVada, LLC ("CWNeVada"), Shane Terry ("Terry") and Phillip D. Ivey ("Ivey"), by and
through their attorneys, the law firm of Mushkin & Coppedge, renew their Motion for an Order
to Show Cause why NuVeda, LLC ("NuVeda") and Pejman Bady ("Bady") should not be held in
contempt of Court for multiple violations of this Court's orders.

This Motion is made and based on the following Points and Authorities, the Exhibits

1 attached hereto, the pleadings and papers on file herein, and any evidence or argument adduced
2 at the hearing of said Motion.

3 DATED this ____ day of January, 2021

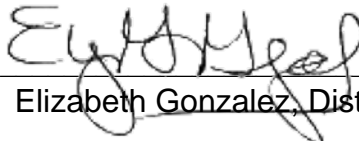
4 MUSHKIN & COPPEDGE

5
6 /s/L. Joe Coppedge
7 MICHAEL R. MUSHKIN, ESQ.
8 Nevada Bar No. 2421
9 L. JOE COPPEDGE, ESQ.
10 Nevada Bar No. 4954
11 6070 South Eastern Ave Ste 270
12 Las Vegas, NV 89119

13 **ORDER SHORTENING TIME**

14 With good cause appearing therefore:

15 IT IS HEREBY ORDERED that the foregoing *Renewed Motion for Order to Show Cause*
16 shall be heard in the above-entitled proceeding on the 1st day of February, ²⁰²¹~~2020~~, at
17 9:00 a.m., in Department 11 of the Eighth Judicial District Court of the State of Nevada, in
18 and for the County of Clark, located at the Regional Justice Center, 200 Lewis Avenue, Las
19 Vegas, Nevada 89101.

20  January 20, 2021
21 Elizabeth Gonzalez, District Court Judge

22 *Respectfully Submitted By:*
23 MUSHKIN & COPPEDGE

24
25 /s/L. Joe Coppedge
26 MICHAEL R. MUSHKIN, ESQ.
27 Nevada Bar No. 2421
28 L. JOE COPPEDGE, ESQ.
Nevada State Bar No. 4954
6070 South Eastern Ave Ste 270
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**DECLARATION OF L. JOE COPPEDGE, ESQ.
IN SUPPORT OF ORDER SHORTENING TIME**

Declarant, upon penalty of perjury, states as follows:

1. I am an attorney licensed to practice law in the State of Nevada and am an attorney with the law firm of Mushkin & Coppedge, which currently serves as contingency counsel for the Receiver, Dotan Y. Melech (the “Receiver”) and as counsel for Shane Terry and Phillip D. Ivey (collectively, “Plaintiffs”);

2. I have personal knowledge of the following matters and believe that the following assertions are true to the best of my knowledge and belief;

3. This Court granted Plaintiffs’ Motion for Authorization to Reinstate CWNV, LLC and CWNV1, LLC, which was memorialized in an order filed on November 24, 2020. A copy of the November 24, 2020 Order is attached hereto as Exhibit 1.

4. After filing the November 24, 2020 Order, the undersigned learned through co-counsel for the Receiver that Dr. Bady had previously, on October 16, 2020, filed new entities in the name of CWNV LLC and CWNV1 LLC¹. See Secretary of State filings for new entities attached hereto as Exhibit 2.

5. I am further advised that the conduct of Dr. Bady in forming new CWNV LLC and CWNV1 LLC entities is preventing the Receiver from reviving CWNV and CWNV1. See Declaration of Kandy A. Halsey, Exhibit 3.

6. On December 4, 2020, the Receiver filed its original Motion for Order to Show Cause on Order Shortening Time why NuVeda and Pejman Dr. Bady should not be held in contempt of Court for violation of this Court’s orders. The Motion was scheduled for an In Chambers hearing on December 18, 2020.

7. On December 23, 2020, this Court served its Court Minutes, which provide in part, “[a]s the Receiver has not yet submitted the revival application to the Secretary of State in hard copy, the Court declines to take any action at this time. If a denial is made by the Secretary of

¹ The names of the new entities are identical to CWNV, LLC and CWNV1, LLC except that the comma (“,”) is omitted from the names of the new entities.

1 State's Office the Court may take other actions related to the subject matter of the Order to Show
2 Cause." See Court Minutes attached hereto as Exhibit 4.

3 8. The Holly Driggs Law Firm submitted the revival applications for CWNV, LLC
4 and CWNV1, LLC in hard copy on December 29, 2020. See Declaration of Kandy A. Halsey,
5 Exhibit 3.

6 9. The Secretary of State's office responded on December 29, 2020 that "the order
7 could not be processed" because "[t]he entity name is already in use." See Letters from the Office
8 of the Secretary of State attached to the Declaration of Kandy A. Halsey as Ex. A.

9 10. On January 5, 2021, the undersigned counsel wrote to Mr. Stipp requesting that
10 Dr. Bady provide either a name consent release for CWNV LLC and CWNV1 LLC or file for a
11 change of name for such entities so that CWNV, LLC and CWNV1, LLC could be revived. See
12 electronic mail correspondence attached hereto as Exhibit 5.

13 11. Mr. Stipp requested copies of the documents submitted to the Secretary of State's
14 office, which I provided to him on January 6, 2021. See electronic mail correspondence attached
15 hereto as Exhibit 5.

16 12. Instead of providing a name consent release for CWNV LLC and CWNV1 LLC
17 so that CWNV, LLC and CWNV1, LLC could be revived by the Receiver, Mr. Stipp wrote on
18 January 15, 2021, to advise that Dr. Bady revived the entities himself claiming that he "through
19 NuVeda was the only person with actual authority to revive them." See electronic mail
20 correspondence attached hereto as Exhibit 5.

21 13. The Nevada Secretary of State records indicate that Dr. Bady revived the old
22 CWNV and CWNV1 entities and then merged them with the new entities. The entity status for
23 CWNV and CWNV1 is reflected in the Secretary of State records as "Merge Dissolved." See
24 Certificates of Revival, Articles of Dissolution and Entity Information attached hereto as Exhibit
25 6.

26 14. Previously, on January 6, 2021, Dr. Pejman Bady, as manager of NuVeda, LLC,
27 as trustee for CWNV, LLC and CWNV1, LLC, both dissolved limited liability companies filed a
28 lawsuit against Barbara K. Cegavski, in her role as the Secretary of State for Nevada in the District

1 Court for Clark County, Nevada as Case No. A-21-827473-W, Dept. 4 (the “Bady Complaint”).
2 A copy of the Bady Complaint without exhibits is attached hereto as Exhibit 7.

3 15. NuVeda admits this Court “authorized the Receiver to revive CWNV and CWNV1
4 in accordance with NRS 86.580. See Bady Complaint, Exhibit 7, p. 3, ¶ 13.

5 16. Notwithstanding that admission, NuVeda also alleges:

6 “36. As such, this court [Dept. 4] has the ability to mandate that Defendant
7 [Secretary of State Cegavski] not revive CWNV and CWNV1 at the request
8 of the Receiver.

9 37. Alternatively, a writ of prohibition is necessary to stop the Defendant
[Secretary of State Cegavski] from reviving CWNV and CWNV1 at the
request of the Receiver.” See Bady Complaint, Exhibit 7, p. 6, ¶¶ 36-37.

10 17. NuVeda requests that the district court in Dept. 4:

11 “1. Grant preliminary and permanent injunction relief directing
12 Defendant [Secretary of State Cegavski] not to revive CWNV and CWNV1;

13 2. Mandate Defendant [Secretary of State Cegavski] reject the
applications of the Receiver for CWNevada to revive CWNV and CWNV1;

14 3. Alternatively, issue a writ of prohibition to prevent Defendant
[Secretary of State Cegavski] from reviving CWNV and CWNV1; and ...”
15 See Bady Complaint, Exhibit 7, p. 7, ¶¶ 1-3.

16 18. In a recent filing in the Nevada Supreme Court, Case No. 79110, NuVeda filed a
17 Motion to Substitute Party (Appellant) seeking to substitute CWNV LLC, a newly formed Nevada
18 limited liability company (“New CWNV”) as successor in interest to the Dissolved CWNV.

19 19. NuVeda’s Motion states in part, that “[a]s trustee for Dissolved CWNV, Dr. Bady
20 through NuVeda has transferred all assets and liabilities of Dissolved CWNV to New CWNV,
21 which is managed solely by Dr. Bady.” See Exhibit 8, p. 3.

22 20. Due to the continuing urgency of this matter, and the demonstrated potential for
23 NuVeda and/or Dr. Bady to disobey court orders and transfer assets, Plaintiffs respectfully request
24 that this matter be heard on an order shortening time at the court’s earliest availability.

25 I declare under penalty of perjury that the foregoing is true and correct.

26 DATED this 20th day of January, 2021.

27 /s/L. Joe Coppedge

28 L. JOE COPPEDGE, ESQ.

POINTS AND AUTHORITIES

I. Introduction

On December 4, 2020, the Receiver filed its original Motion for Order to Show Cause on Order Shortening Time why NuVeda and Dr. Bady should not be held in contempt of Court for violation of this Court's orders. The Motion was scheduled for an In Chambers hearing on December 18, 2020. On December 23, 2020, this Court served Court Minutes, which provide in part, "[a]s the Receiver has not yet submitted the revival application to the Secretary of State in hard copy, the Court declines to take any action at this time. If a denial is made by the Secretary of State's Office, the Court may take other actions related to the subject matter of the Order to Show Cause." See Court Minutes attached hereto as Exhibit 4.

The Holly Driggs Law Firm submitted the revival applications for CWNV, LLC and CWNV1, LLC in hard copy on December 29, 2020. The Secretary of State responded the same day that "the order could not be processed" because "[t]he entity name is already in use. On January 5, 2021, the undersigned counsel wrote to Mr. Stipp requesting that he provide a name consent release or change the names of the newly formed entities so that CWNV, LLC and CWNV1, LLC could be revived. Instead of providing the requested information, Mr. Stipp wrote on January 15, 2021 that Dr. Bady had revived the entities, claiming that he, acting "through NuVeda was the only person with actual authority to revive them." See electronic mail correspondence attached hereto as Exhibit 5. Based on the current filings with the Secretary of State's office, it appears Dr. Bady has merged the old entities into the new entities, thereby effectively preventing the Receiver from complying with this Court's order authorizing him to revive CWNV and CWNV1. See Secretary of State filings showing status as "Merge Dissolved" for CWNV and CWNV1.

II. Statement of Facts

1. On June 13, 2019, Dotan Melech was appointed as receiver over CWNevada, LLC ("CWNevada") in case number A-18-773230-B, *Cima Group LLC v. CWNevada* (the "Cima Case") pursuant to the Order Appointing Temporary Receiver and Temporary Restraining Order entered in the Cima Case (the "Temporary Receiver Order") to preserve and if possible, maximize

1 the value of CWNevada's assets (the "Receivership Estate") for the benefit of and distribution to
2 CWNevada's creditors.

3 2. Mr. Melech was also appointed as receiver over CWNevada in this case number
4 A-17-755479-B (the "Receivership Action") by stipulation in open court on June 14, 2019 and
5 the subsequent orders of the Court presiding over the Receivership Action ("Receivership Court")
6 entered on June 26, 2019 ("Interim Receivership Order") and July 10, 2019 ("Current
7 Receivership Order").

8 3. The Current Receivership Order provides in part:

9 Dotan Y. Melech ("Receiver") is hereby appointed Receiver over CWNevada
10 LLC and all of its assets including, without limitation, all assets and rights
11 related to any subsidiary and affiliated entities (collectively "CWNevada") in
12 which CWNevada has an ownership interest, including but not limited to
13 CWNV LLC, with the powers by this Order as follows:

14 The Receiver shall be the agent of the Court and shall be accountable directly
15 to this Court. This Court hereby asserts exclusive jurisdiction and takes
16 exclusive possession of all assets and property owned by, controlled by, or in
17 the name of CWNevada...

18 4. Mr. Melech, as Receiver and an agent of the Court, has the right to take exclusive
19 possession of all assets and property owned by, controlled by or in the name of CWNevada. This
20 includes CWNV and CWNV1, LLC ("CWNV1").

21 5. During the hearing on August 18, 2020 on Plaintiffs' Motion for Preliminary
22 Injunction and for Appointment of Receiver for NuVeda, LLC; CWNV, LLC and CWNV1, LLC,
23 this Court stated in part, in denying the motion, that "[t]he entities, CWNV, LLC, and CWNV1
24 LLC are already under the jurisdiction of the existing receiver." See Transcript of Proceedings,
25 pp. 14-15, Exhibit 9 hereto.

26 6. When the parties were unable to agree on the language of a proposed order,
27 NuVeda, LLC ("NuVeda") filed a Motion for Clarification.

28 7. After reviewing the Motion for Clarification and related briefings, the Court
determined in chambers without a hearing that the Receiver "has authority over the entities in
which CWNevada was the majority interest holder." Despite this finding, the Court recognized

1 that actions taken by NuVeda as the purported trustee under Chapter 86 of the NRS for CWNV
2 and CWNV1 “may ultimately be determined to be valid.” *See* Order Denying Request for
3 Receivership and Injunction and Granting Motion for Clarification on Order Shortening Time
4 filed herein on September 25, 2020.

5 8. Plaintiffs then filed a Motion for Authorization to Reinstate CWNV, LLC and
6 CWNV1, LLC on an order shortening time on October 5, 2020.

7 9. During the hearing on Plaintiffs’ Motion for Authorization to Reinstate CWNV,
8 LLC and CWNV1, LLC held on October 19, 2020, counsel for NuVeda failed to disclose that Dr.
9 Bady had previously, on October 16, 2020, filed new entities in the name of CWNV LLC and
10 CWNV1 LLC. See Transcript of Proceedings, Exhibit 10; Nevada Secretary of State filings,
11 Exhibit 2.

12 10. This Court granted Plaintiffs’ Motion for Authorization to Reinstate CWNV, LLC
13 and CWNV1, LLC, which was memorialized in an order filed on November 24, 2020.

14 11. The Order Granting Motion for Authorization to Reinstate CWNV, LLC and
15 CWNV1, LLC and Granting in Part and Denying in Part Plaintiffs’ Motion for Leave to File an
16 Amended Complaint provides in part, “1. The Receiver may apply to the Nevada Secretary of
17 State to revive CWNV and CWNV1 in accordance with NRS 86.580.

18 12. On December 4, 2020, the Receiver filed its original Motion for Order to Show
19 Cause on Order Shortening Time why NuVeda and Pejman Dr. Bady should not be held in
20 contempt of Court for violation of this Court’s orders because the act of filing new entities in the
21 same name was preventing the Receiver from reviving CWNV and CWNV1. The Motion was
22 scheduled for an In Chambers hearing on December 18, 2020.

23 13. On December 23, 2020, this Court served its Court Minutes, which provide in part,
24 “[a]s the Receiver has not yet submitted the revival application to the Secretary of State in hard
25 copy, the Court declines to take any action at this time. If a denial is made by the Secretary of
26 State’s Office, the Court may take other actions related to the subject matter of the Order to Show
27 Cause.” See Court Minutes attached hereto as Exhibit 4.

28 14. The Holly Driggs Law Firm submitted the revival applications for CWNV, LLC

1 and CWNV1, LLC in hard copy on December 29, 2020. See Declaration of Kandy A. Halsey,
2 Exhibit 3.

3 15. The Secretary of State's office responded on December 29, 2020 that "the order
4 could not be processed" because "[t]he entity name is already in use." See Letters from the Office
5 of the Secretary of State attached to the Declaration of Kandy A. Halsey as Ex. A.

6 16. On January 5, 2021, the undersigned wrote to Mr. Stipp requesting that Dr. Bady
7 provide either a name consent release for CWNV LLC and CWNV1 LLC or file for a change of
8 name for such entities so that CWNV, LLC and CWNV1, LLC could be revived. See electronic
9 mail correspondence attached hereto as Exhibit 5.

10 17. Mr. Stipp requested copies of the documents submitted to the Secretary of State's
11 office, which I provided to him on January 6, 2021. See electronic mail correspondence attached
12 hereto as Exhibit 5.

13 18. Instead of providing a name consent release for CWNV LLC and CWNV1 LLC
14 so that CWNV, LLC and CWNV1, LLC could be revived by the Receiver, Mr. Stipp wrote on
15 January 15, 2021, to advise that Dr. Bady revived the entities himself claiming that he "through
16 NuVeda was the only person with actual authority to revive them." See electronic mail
17 correspondence attached hereto as Exhibit 5.

18 19. The Nevada Secretary of State records indicate that Dr. Bady revived the old
19 CWNV and CWNV1 entities and then merged them with the new entities. The entity status for
20 CWNV and CWNV1 is reflected in the Secretary of State records as "Merge Dissolved." See
21 Certificates of Revival, Articles of Dissolution and Entity Information attached hereto as Exhibit
22 6.

23 20. In addition, in a recent filing in the Nevada Supreme Court, Case No. 79110,
24 NuVeda filed a Motion to Substitute Party (Appellant) seeking to substitute CWNV, LLC, a new
25 formed Nevada limited liability company ("New CWNV") as successor in interest to the
26 Dissolved CWNV. See Motion to Substitute Party (Appellant) without exhibits attached hereto
27 as Exhibit 8.

28 21. NuVeda's Motion states in part, that "[a]s trustee for Dissolved CWNV, Dr. Bady

1 through NuVeda has transferred all assets and liabilities of Dissolved CWNV to New CWNV,
2 which is managed solely by Dr. Bady.” See Exhibit 8, p. 3.

3 **III. Argument**

4 Pursuant to NRS 22.010(3), “Disobedience or resistance to any lawful writ, order, rule or
5 process issued by the court or judge at chambers” is deemed an act of contempt. Pursuant to NRS
6 22.100, the penalties for contempt are as follows:

- 7 1. Upon the answer and evidence taken, the court or judge or jury, as the
8 case may be, shall determine whether the person proceeded against is guilty
9 of the contempt charged.
- 10 2. Except as otherwise provided in NRS 22.110, if a person is found
11 guilty of contempt, a fine may be imposed on the person not exceeding \$500
12 or the person may be imprisoned not exceeding 25 days, or both.
- 13 3. In addition to the penalties provided in subsection 2, if a person is
14 found guilty of contempt pursuant to subsection 3 of NRS 22.010, the court
15 may require the person to pay to the party seeking to enforce the writ, order,
16 rule or process the reasonable expenses, including, without limitation,
17 attorney’s fees, incurred by the party as a result of the contempt.

18 A sanction for civil contempt is available to coerce the contemnor into complying with a
19 court order. The sanction must be conditional or indeterminate--that is, it must end if the
20 contemnor complies. *Warner v. Second Judicial Dist. Court*, 111 Nev. 1379, 1383; 906 P.2d 707,
21 709 (1995), citing *Hicks v. Feiock*, 485 U.S. 624, 633, 108 S. Ct. 1423, 99 L. Ed. 2d 721 (1988).
22 In contrast, a sanction for criminal contempt is intended to punish the contemnor for disobeying
23 a court order and, thus, must be determinate or unconditional. Such a sanction is not affected by
24 any future action by the contemnor. *Id.*, citing 485 U.S. at 633-35.

25 This Court has recognized multiple times that the Receiver has exclusive authority over
26 the entities in which CWNevada was the majority interest holder. This expressly includes CWNV
27 and CWNV1. This Court also authorized the Receiver to revive both entities. These facts are not
28 in dispute. Notwithstanding this Court’s orders, NuVeda and Dr. Bady have repeatedly
demonstrated complete disregard for this Court’s authority. This obstructive behavior is not only
preventing the Receiver from reviving CWNV and CWNV1 as authorized by this Court, it is
causing unnecessary delay and expense, which undoubtedly is NuVeda’s and Dr. Bady’s
objective.

1 In a complete absence of candor to this Court during the hearing on October 19, 2020,
2 NuVeda and Dr. Bady failed to disclose that just a few days earlier, they had formed new entities
3 under the names CWNV LLC and CWNV1 LLC, effectively preventing the Receiver from
4 reviving CWNV and CWNV1 as authorized by the Court. In a further and continuing violation
5 of this Court's orders where the Receiver is vested with exclusive authority over CWNV and
6 CWNV1, NuVeda and Dr. Bady have purportedly transferred the assets of CWNV and CWNV1
7 to the new entities bearing the same name. NuVeda's and Dr. Bady's violations and intentional
8 disregard for this Court do not stop there as they recently revived the CWNV and CWNV1 entities
9 themselves, merged the revived entities with the new entities they formed, and then apparently
10 dissolved CWNV and CWNV1. There can be no excuse for these continuing violations. This
11 conduct violates the Current Receivership Order, the Order Denying Request for Receivership
12 and Injunction and Granting Motion for Clarification on Order Shortening Time and the Order
13 Granting Motion for Authorization to Reinstate CWNV, LLC and CWNV1, LLC.

14 **IV. Conclusion**

15 NuVeda's and Dr. Bady's continuing willingness to violate this Court's orders is
16 conclusively documented. Based on the foregoing, Plaintiffs respectfully request that this Court
17 issue an order to show cause why NuVeda and Dr. Bady should not be held in contempt for
18 violating this Court's orders, and following such hearing, that an appropriate sanction, including
19 an award of attorney's fees, be issued until NuVeda and Dr. Bady comply with this Court's orders.
20 As a part of such order, Plaintiffs respectfully request: (i) that NuVeda and Dr. Bady be required
21 to cease all actions that interfere with the Receiver's ability to revive CWNV and CWNV1; (ii)
22 that Mr. Melech, in his capacity as Receiver be approved to act as the manager of CWNV and
23 CWNV1; (iii) that this Court remove any authority that NuVeda and/or Dr. Bady has to act on
24 behalf of CWNV and CWNV1; (iv) that NuVeda and/or Dr. Bady be required to dissolve the new
25 entities bearing the same name as CWNV and CWNV1 so that such entities may be revived
26 without further delay; (v) that the any and all agreements purporting to transfer and/or merge the
27 assets from CWNV and CWNV1 to the new entities bearing the same name be voided; and (vi)
28 that this Court affirm that the assets of CWNV and CWNV1 are under the exclusive authority of

1 the Receiver.

2 DATED this 20th day of January 2021.

3 MUSHKIN & COPPEDGE

4 /s/L. Joe Coppedge

5 MICHAEL R. MUSHKIN, ESQ.

6 Nevada Bar No. 2421

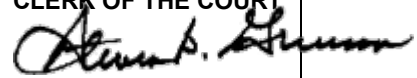
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10 Las Vegas, NV 89119

EXHIBIT “1”



Michael R. Mushkin
Nevada Bar No. 2421
L. Joe Coppedge
Nevada Bar No. 4954
MUSHKIN & COPPEDGE
6070 S. Eastern Avenue, Suite 270
Las Vegas, Nevada 89128
Telephone: (702) 454-3333
Fax: (702) 386-4979
michael@mushlaw.com
jcoppedge@mccnvlaw.com

Attorneys for Plaintiffs

DISTRICT COURT

CLARK COUNTY, NEVADA

NUVEDA, LLC, a Nevada Limited Liability
Company; and CWNEVADA LLC, a Nevada
Limited Liability Company,

Plaintiffs,

v.

4FRONT ADVISORS LLC, foreign limited
liability company, DOES I through X and
ROE ENTITIES, II through XX, inclusive,

Defendants.

Case No.: A-17-755479-B

Consolidated With: A-19-791405-C,
A-19-796300-B, and A-20-817363-B

Dept. No.: 11

Hearing Date: October 19, 2020
Hearing Time: 9:00 am

AND RELATED MATTERS

**ORDER GRANTING MOTION FOR AUTHORIZATION TO REINSTATE
CWNV, LLC AND CWNV1, LLC AND GRANTING IN PART AND DENYING IN
PART PLAINTIFFS' MOTION FOR LEAVE TO FILE AMENDED COMPLAINT ON
ORDER SHORTENING TIME**

The Motion for Authorization to Reinstate CWNV, LLC and CWNV1, LLC and for Leave to File Amended Complaint on Order Shortening Time (the "Motion") having come before the Honorable Elizabeth Gonzalez on October 19, 2020 with Dotan Y Melech, the Court-appointed receiver (the "Receiver") over CWNebraska, LLC, a Nevada limited liability company ("CWNebraska"), Shane Terry ("Terry") and Phillip D. Ivey ("Ivey"), appearing by and through

1 their counsel of record, L. Joe Coppedge of the law firm of Mushkin & Coppedge, and NuVeda,
2 LLC, a Nevada limited liability company ("NuVeda"), appearing for itself and as trustee for
3 CWNV, LLC ("CWNV") and CWNV1, LLC ("CWNV1") by and through its counsel of record,
4 Mitchell Stipp of the Law Office of Mitchell Stipp, and the Court, having reviewed and
5 considered the record, the points and authorities on file, and the argument of counsel, and good
6 cause appearing, finds and orders as follows:

7 1. The Receiver may apply to the Nevada Secretary of State to revive CWNV and
8 CWNV1 in accordance with NRS 86.580.

9 2. Until CWNV and CWNV1 are revived, Dr. Pejman Bady as manager of NuVeda
10 shall continue to act as trustee for CWNV and CWNV1.

11 3. Once revival occurs, the Court assumes the Receiver will appoint someone to
12 manage CWNV and CWNV1 since, arguably, CWNevada, has the majority interest.

13 4. If NuVeda disagrees with the Receiver's appointment, it may object at that time.

14 5. The motion to amend is granted only with respect to the Receiver and Ivey.

15 6. The motion to amend is denied with respect to Terry.

16 7. NuVeda's countermotion is denied (including the request to join Folium Holdings,
17 Inc.).

18 IT IS SO ORDERED.

19 DATED this 23rd day of November, 2020.

20
21 
22 DISTRICT COURT JUDGE

23 Respectfully Submitted:
24 MUSHKIN & COPPEDGE

25 /s/L. Joe Coppedge
26 L. JOE COPPEDGE, ESQ.
27 Nevada Bar No. 4954
28 6070 South Eastern Ave Ste 270
Las Vegas, NV 89119
*Attorneys for Dotan Y. Melech, Receiver,
Shane Terry, and Phillip D. Ivey*

Approved as to Form and Content:
LAW OFFICE OF MITCHELL STIPP

/s/Mitchell D. Stipp
MITCHELL D. STIPP, ESQ.
Nevada Bar No. 7531
1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144
Attorneys for NuVeda, LLC

From: [Joe Coppedge](#)
To: [Karen Foley](#)
Subject: FW: FW: Tracked Changes-201029Draft Order Granting Motion for Authorization to Reinstate CWNV CWNV1 and Motion to Amend Complaint
Date: Thursday, November 19, 2020 3:32:51 PM
Attachments: [Tracked Changes-Order Granting Motion for Authorization to Reinstate CWNV CWNV1 and Motion to Amend Complaint-Executed by Stipp.pdf](#)

L. Joe Coppedge
Mushkin & Coppedge
6070 S. Eastern Ave., Suite 270
Las Vegas, Nevada 89119
Tel. No. (702) 454-3333
Dir. No. (702) 386-3942
Fax No. (702) 454-3333

CONFIDENTIALITY NOTICE: The information contained in this message may be protected by the attorney-client privilege. If you believe that it has been sent to you in error, do not read it. Please immediately reply to the sender that you have received the message in error. Then delete it. Thank you.

From: Mitchell Stipp <mstipp@stiplaw.com>
Sent: Thursday, November 19, 2020 3:32 PM
To: Joe Coppedge <jcoppedge@mccnvlaw.com>
Subject: Re: FW: Tracked Changes-201029Draft Order Granting Motion for Authorization to Reinstate CWNV CWNV1 and Motion to Amend Complaint

DocuSign is my e-signature. However, you can manually add my signature to the same order with your signature.



Mitchell Stipp

Law Office of Mitchell Stipp

(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stiplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144

Website: www.stiplaw.com

On Thu, Nov 19, 2020 at 3:29 PM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

If necessary, can we insert your electronic signature?

Thanks.

Joe

L. Joe Coppedge

Mushkin & Coppedge
6070 S. Eastern Ave., Suite 270
Las Vegas, Nevada 89119
Tel. No. (702) 454-3333
Dir. No. (702) 386-3942
Fax No. (702) 454-3333?

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From: Mitchell Stipp <mstipp@stipplaw.com>

Sent: Thursday, November 19, 2020 3:27 PM

To: Joe Coppedge <jcoppedge@mccnvlaw.com>

Subject: Re: FW: Tracked Changes-201029Draft Order Granting Motion for Authorization to Reinstate CWNV CWNV1 and Motion to Amend Complaint

Word version is attached. You submit both the Word and PDF versions. I assume you can sign the PDF version I sent via DocuSign.



Mitchell Stipp

Law Office of Mitchell Stipp

(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stipplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144

Website: www.stipplaw.com

EXHIBIT “2”

ENTITY INFORMATION

ENTITY INFORMATION

Entity Name:

CWNV LLC

Entity Number:

E9624952020-4

Entity Type:

Domestic Limited-Liability Company (86)

Entity Status:

Active

Formation Date:

10/16/2020

NV Business ID:

NV20201920241

Termination Date:

Perpetual

Annual Report Due Date:

10/31/2021

Series LLC:

☐

Restricted LLC:

☐

REGISTERED AGENT INFORMATION

Name of Individual or Legal Entity:

Mitchell Stipp

Status:

Active

CRA Agent Entity Type:

Registered Agent Type:

Non-Commercial Registered Agent

NV Business ID:

Office or Position:

Jurisdiction:

Street Address:

10120 W. Flamingo Road, #4124, Las Vegas, NV, 89147, USA

Mailing Address:

Individual with Authority to Act:

Fictitious Website or Domain Name:

OFFICER INFORMATION

☐ **VIEW HISTORICAL DATA**

Title	Name	Address	Last Updated	Status
Manager	Dr. Pejman Bady	c/o Law Office of Mitchell Stipp, 10120 W. Flamingo Rd. #4124, Las Vegas, NV, 89147, USA	10/16/2020	Active

Page 1 of 1, records 1 to 1 of 1

Filing History Name History Mergers/Conversions

[Return to Search](#)

[Return to Results](#)

ENTITY INFORMATION

ENTITY INFORMATION

Entity Name:

CWNV1 LLC

Entity Number:

E9624992020-0

Entity Type:

Domestic Limited-Liability Company (86)

Entity Status:

Active

Formation Date:

10/16/2020

NV Business ID:

NV20201920240

Termination Date:

Perpetual

Annual Report Due Date:

10/31/2021

Series LLC:

☐

Restricted LLC:

☐

REGISTERED AGENT INFORMATION

Name of Individual or Legal Entity:

Mitchell Stipp

Status:

Active

CRA Agent Entity Type:

Registered Agent Type:

Non-Commercial Registered Agent

NV Business ID:

Office or Position:

Jurisdiction:

Street Address:

10120 W. Flamingo Road, #4124, Las Vegas, NV, 89147, USA

Mailing Address:

Individual with Authority to Act:

Fictitious Website or Domain Name:

OFFICER INFORMATION

☐ **VIEW HISTORICAL DATA**

Title	Name	Address	Last Updated	Status
Manager	Dr. Pejman Bady	c/o Law Office of Mitchell Stipp, 10120 W. Flamingo Rd. #4124, Las Vegas, NV, 89147, USA	10/16/2020	Active

Page 1 of 1, records 1 to 1 of 1

Filing History Name History Mergers/Conversions

[Return to Search](#)

[Return to Results](#)

EXHIBIT “3”

DECL
 RICHARD F. HOLLEY, ESQ.
 Nevada Bar No. 3077
 E-mail: rholley@nevadafirm.com
 JOHN J. SAVAGE, ESQ.
 Nevada Bar No. 011455
 E-mail: JSavage@nevadafirm.com
HOLLEY DRIGGS
 400 South Fourth Street, Third Floor
 Las Vegas, Nevada 89101
 Telephone: 702/791-0308
 Facsimile: 702/791-1912
Attorneys for Kandy A. Halsey, Receiver

DISTRICT COURT
CLARK COUNTY, NEVADA

NUVEDA, LLC, a Nevada Limited Liability
 Company; and CWNEVADA LLC, a Nevada
 Limited Liability Company,

Plaintiffs,

v.

4FRONT ADVISORS LLC, foreign limited
 liability company, DOES I through X and ROE
 ENTITIES, II through XX, inclusive,

Defendants.

Case No.: A-17-755479-B (Lead Case)
 Dept. No.: XI

Consolidated with:
 A-19-791405-C
 A-19-796300-B
 A-20-817363-B

AND ALL RELATED MATTERS

DECLARATION OF KANDY A. HALSEY

I, Kandy A. Halsey, do hereby voluntarily state under penalty of perjury as follows:

1. I am a Paralegal employed at the law firm of Holley Driggs, Ltd.
2. I am over the age of 18 years and I am competent to make this declaration. I have personal knowledge of the facts set forth herein.
3. I make this Declaration in support of the PLAINTIFFS' RENEWED MOTION FOR ORDER TO SHOW CAUSE ON ORDER SHORTENING TIME.
4. On November 30, 2020, I attempted to electronically file with the Nevada Secretary of State a Certificate of Reinstatement for CWNV, LLC (Entity Number E0028092016-3) and

1 CWNV1, LLC (Entity Number E0272412018-1). An Error Code of D-3276 was issued with a
2 message stating that a Certificate of Reinstatement filing was unavailable.

3 5. On November 30, 2020, I attempted to electronically file with the Nevada Secretary
4 of State an Application for Revival for the entity CWNV, LLC (Entity Number E0028092016-3)
5 and CWNV1, LLC (Entity Number E0272412018-1). Due to the similarity in name to the above
6 referenced entities the electronic submission of the Applications for Revival could not be
7 processed further without a Name Consent.

8 6. My research indicated that on October 16, 2020, Articles of Organization were filed
9 with the Nevada Secretary of State for CWNV LLC (Entity Number E9624952020-4) and
10 CWNV1 LLC (Entity Number E9624992020-0). Therefore, an electronic submission of an
11 Application for Revival was not an available filing option for CWNV, LLC (Entity Number
12 E0028092016-3) and CWNV1, LLC (Entity Number E0272412018-1).

13 7. An alternative to the electronic filing of the Application for Revival is a mail-in
14 submission on paper form. The filing process can take several weeks and upon the Secretary of
15 State's review, the expected result would be a rejection letter being issued due to the Articles of
16 Organization that were filed for CWNV LLC (Entity Number E9624952020-4) and CWNV1 LLC
17 (Entity Number E9624992020-0) on October 16, 2020.

18 8. The Nevada Secretary of State has several filing options when electronic filing is
19 not available. Fax, mail, email, or in-person drop off. Each option can take several weeks to
20 process. There is essentially no difference between these filing options with regards to processing
21 time. The Nevada Secretary of State also provides an expedited option of 1-hour, 2-hour, or 24-
22 hours.

23 9. On December 29, 2020, I submitted for filing via email with a 24-hour expedite
24 request to the Nevada Secretary of State, the Certificates of Revival for CWNV, LLC and CWNV1,
25 LLC. Thereafter, the Nevada Secretary of State rejected both indicating that the filings could not
26 be processed due to the entity names are already in use. We were directed to either obtain name
27 consent release or submit the filing a separate form called "Certificate of Revival" specifically for
28 entities that are reviving that their names are not available.

1 10. True and correct copies of the rejection letters I received from the Nevada Secretary
2 of State on December 29, 2020 are attached hereto collectively as **Exhibit "A"**.

3 11. I declare under penalty of perjury under the laws of the State of Nevada that the
4 foregoing is true and correct.

5 DATED this 5th day of January, 2021.

/Kandy A. Halsey/
KANDY A. HALSEY

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EXHIBIT “A”

Kandy A. Halsey

From: esosmail@sos.nv.gov
Sent: Tuesday, December 29, 2020 4:33 PM
To: Kandy A. Halsey
Subject: Nevada Secretary of State Notice of Business Entity Internal Rejection of Filing
Attachments: UploadBatchScanDocuments1229202016331483.pdf; Receipt_1229202016332002.pdf; REJECTION LETTER – BUSINESS ENTITY_1229202016331017.pdf

Follow Up Flag: Follow up
Flag Status: Completed

Kandy Halsey,

Your Work Order Item Number: W2020122901913-1025315 – Domestic Limited-Liability Company (86).Certificate of Revival for CWNV, LLC has been rejected by the Nevada Secretary of State on 12/29/2020.

Please see the attached Rejection Notice for the rejection reasons. If you have questions, please contact our office at (775) 684-5708 or visit our website at <http://www.nvsos.gov>.

This is an automated email - please do not reply to this message.

The attached files are in .PDF format. You must have an applicable reader to open this file type. One can be found here <https://get.adobe.com/reader/>

REJECTION LETTER – BUSINESS ENTITY_1229202016331017.pdf

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

12/29/2020

Kandy Halsey
400 South 4th Street, 3rd Floor
LAS VEGAS, NV 89101, USA

Re: **CWNV, LLC**
Certificate of Revival

Dear Kandy Halsey,

Thank you for your recent request. However, the order could not be processed for the following reasons:

- Submitter Id S4649 24 Hour Processing Credit Balance \$1,085.00 The entity name is already in use, please either obtain name consent release or submit the filing a separate form called "Certificate of Revival" specifically for entities that are reviving that their names are not available. Please white out the box for reinstatement. Please correct and resubmit the entire order including all required documents for processing.

This letter must be returned with the requested information or fee indicated above. If you paid for this filing via cash or check, the money is available towards the fees for the replacement filing, another filing or can be refunded upon written request within 1 year of payment pursuant to [NRS 353.115]. Amounts not used or refunded within one year are not available for use or refund. We have processed your credit card for this filing. Please resubmit your credit card information when submitting replacement documents.

for Secretary of State use only



Entity name: **CWNV, LLC**
Work order number: **W2020122901913**
processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*

RA 278

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

for Secretary of State use only



Entity name: **CWNV, LLC**

Work order number: **W2020122901913**

processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☒ Reinstatement

☒ Revival

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <div>CWNV, LLC</div>	
	Entity or Nevada Business Identification Number (NVID): <div>E0028092016-3</div>	
2. Registered Agent for Service of Process: (Check only one box) 2a. Certificate of Acceptance of Appointment of Registered Agent: (Include "Registered Agent Acceptance/Statement of Change" form if needed for signature)	<input type="checkbox"/> Commercial Registered Agent (name only below) <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title and address below)	
	Name of Registered Agent OR Title of Office or Position with Entity <div>Dotan Y Melech</div> Street Address: <div>8350 W. Sahara Ave., Ste. 150</div> City: <div>Las Vegas</div> Nevada Zip Code: <div>89117</div> Mailing Address (if different from street address): _____ City: _____ Nevada Zip Code: _____ <i>I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.</i> <input checked="" type="checkbox"/> Dotan Y Melech <div>12/28/2020</div> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date	
3. Date When Revival is to Commence:	Date when revival of charter is to commence or be effective, which may be before the date of the certificate: _____	
4. Duration of Revival: (A date is required for entities under NRS 88)	Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date. The corporation's existence shall be: PERPETUAL or _____	
5. Current List: Reinstatements: List of Officers, Managers, Managing Members, General Partners, Managing Partners, Trustee or Subscribers Revivals: List of Officers, Managers, Managing Members, General Partners, Managing Partners or Trustee	CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: <div>MANAGER</div> Name: <div>Dotan Y Melech, as Court Appointed Receiver</div> Country: <div>USA</div> Address: <div>8350 W. Sahara Ave., Ste. 150</div> City: <div>Las Vegas</div> State: <div>NV</div> Zip/Postal Code: <div>89117</div> CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title: _____ Name: _____ Country: _____ Address: _____ City: _____ State: _____ Zip/Postal Code: _____ CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title: _____ Name: _____ Country: _____ Address: _____ City: _____ State: _____ Zip/Postal Code: _____	
	(Continued on next page)	

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

**5. Current List
Continued:**

CORPORATION, INDICATE THE DIRECTOR:

Name

Country

Address

City

State

Zip/Postal Code

FOR CORPORATION SOLE, INDICATE THE SUBSCRIBER/SUCCESSOR:

Name

Country

Address

City

State

Zip/Postal Code

6. Statement of Fact:
(Revivals only, select
one. Entities under
NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President AND Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

6. Statement of Fact Continued:
(Revivals only, select one. Entities under NRS 84 cannot revive)

- ☒ **Revival pursuant to 86.580:**
The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.
The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.
- ☐ **Revival pursuant to 86:**
The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.
The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.
- ☐ **Revival pursuant to 87, 87A, 88 or 88A:**
The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.
The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.
- ☐ **Revival pursuant to 89:**
The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.
The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures:
(Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dotan Y Melech Manager
Signature of Officer, Manager, Managing Member, Title
General Partner, Managing Partner, Trustee, or
Authorized Signer

12/28/2020
Date

X _____
Signature of Officer, Manager, Managing Member, Title
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title Date

FORM WILL BE RETURNED IF UNSIGNED.

Kandy A. Halsey

From: esosmail@sos.nv.gov
Sent: Tuesday, December 29, 2020 4:37 PM
To: Kandy A. Halsey
Subject: Nevada Secretary of State Notice of Business Entity Internal Rejection of Filing
Attachments: UploadBatchScanDocuments1229202016364239.pdf; Receipt_1229202016364676.pdf; REJECTION LETTER – BUSINESS ENTITY_1229202016363799.pdf

Follow Up Flag: Follow up
Flag Status: Completed

Kandy Halsey,

Your Work Order Item Number: W2020122901951-1025360 – Domestic Corporation (78) Certificate of Revival for CWNV1, LLC has been rejected by the Nevada Secretary of State on 12/29/2020.

Please see the attached Rejection Notice for the rejection reasons. If you have questions, please contact our office at (775) 684-5708 or visit our website at <http://www.nvsos.gov>.

This is an automated email - please do not reply to this message.

The attached files are in .PDF format. You must have an applicable reader to open this file type. One can be found here <https://get.adobe.com/reader/>

REJECTION LETTER – BUSINESS ENTITY_1229202016363799.pdf

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

12/29/2020

Kandy Halsey
400 South 4th Street, 3rd Floor
LAS VEGAS, NV 89101, USA

Re: **CWNV1, LLC**
Certificate of Revival

Dear Kandy Halsey,

Thank you for your recent request. However, the order could not be processed for the following reasons:

- Submitter id S4649 24 Hour Processing Credit Balance \$1,935.00 The entity name is already in use, please either obtain name consent release or submit the filing a separate form called "Certificate of Revival" specifically for entities that are reviving that their names are not available. Please white out the box for reinstatement. Please correct and resubmit the entire order including all required documents for processing.

This letter must be returned with the requested information or fee indicated above. If you paid for this filing via cash or check, the money is available towards the fees for the replacement filing, another filing or can be refunded upon written request within 1 year of payment pursuant to [NRS 353.115]. Amounts not used or refunded within one year are not available for use or refund. We have processed your credit card for this filing. Please resubmit your credit card information when submitting replacement documents.

for Secretary of State use only



Entity name: **CWNV1, LLC**
Work order number: **W2020122901951**
processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*

RA 284

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

for Secretary of State use only



Entity name: **CWNV1, LLC**
Work order number: **W2020122901951**
processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☒ Reinstatement

☒ Revival

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:

Name of entity as on file with the Nevada Secretary of State:

CWNV1, LLC

Entity or Nevada Business Identification Number (NVID): E0272412018-1

2. Registered Agent for Service of Process:

(Check only one box)

☐ Commercial Registered Agent (name only below)

☒ Noncommercial Registered Agent (name and address below)

☐ Office or Position with Entity (title and address below)

Dotan Y Melech

Name of Registered Agent OR Title of Office or Position with Entity

8350 W. Sahara Ave., Ste. 150

Las Vegas

Nevada 89117

Street Address

City

Zip Code

Mailing Address (if different from street address)

City

Zip Code

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

x Dotan Y Melech

12/28/2020

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate:

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date.

The corporation's existence shall be: PERPETUAL or

5. Current List:

Reinstatements:

List of Officers, Managers, Managing Members, General Partners, Managing Partners, Trustee or Subscribers

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: MANAGER

Dotan Y Melech, as Court Appointed Receiver

USA

Name

Country

8350 W. Sahara Ave., Ste. 150

Las Vegas

NV 89117

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

(Continued on next page)

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

5. Current List Continued:

CORPORATION, INDICATE THE DIRECTOR:

Name

Country

Address

City

State

Zip/Postal Code

FOR CORPORATION SOLE, INDICATE THE SUBSCRIBER/SUCCESSOR:

Name

Country

Address

City

State

Zip/Postal Code

6. Statement of Fact: (Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President AND Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

6. Statement of Fact Continued:
(Revivals only, select one. Entities under NRS 84 cannot revive)

- ☒ **Revival pursuant to 86.580:**
The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.
The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.
- ☐ **Revival pursuant to 86:**
The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.
The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.
- ☐ **Revival pursuant to 87, 87A, 88 or 88A:**
The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.
The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.
- ☐ **Revival pursuant to 89:**
The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.
The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures:
(Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

☒ **Dotan Y Melech** **Manager**

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

12/28/2020

Date

☒

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

Date

FORM WILL BE RETURNED IF UNSIGNED.

EXHIBIT “4”

A-17-755479-B

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

December 18, 2020

A-17-755479-B Nuveda LLC, Plaintiff(s)
vs.
4Front Advisors LLC, Defendant(s)

December 18, 2020 3:00 AM All Pending Motions

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** Chambers

COURT CLERK: Dulce Romea

PARTIES None. Minute order only - no hearing held.

PRESENT:

JOURNAL ENTRIES

- MOTION FOR ORDER TO SHOW CAUSE ON ORDER SHORTENING TIME...PLAINTIFF'S
OPPOSITION TO MOTION FOR AN ORDER TO SHOW CAUSE ON ORDER SHORTENING TIME
AND COUNTERMOTION FOR RECONSIDERATION

The Court, having reviewed the request for an Order to Show Cause, the counter motion, and the related briefing and being fully informed, DENIES both motions. As the Receiver has not yet submitted the revival application to the Secretary of State in hard copy, the Court declines to take any action at this time. If a denial is made by the Secretary of State's Office the Court may take other actions related to the subject matter of the Order to Show Cause. Counsel for the Receiver is directed to submit a proposed order approved by opposing counsel consistent with the foregoing within ten (10) days and distribute a filed copy to all parties involved in this matter. Such order should set forth a synopsis of the supporting reasons proffered to the Court in briefing. This Decision sets forth the Court's intended disposition on the subject but anticipates further order of the Court to make such disposition effective as an order.

1-11-21 9:00 AM PLAINTIFF'S MOTION TO ENTER ORDER ON SHANE TERRY'S
CLAIMS AND RELATED RELIEF

1-15-21 CHAMBERS DESERT EVOLUTION, LLC'S MOTION TO INTERVENE ON ORDER
SHORTENING TIME

PRINT DATE: 12/23/2020

Page 1 of 2

Minutes Date: December 18, 2020

RA 290

CLERK'S NOTE: A copy of this minute order was distributed via Odyssey File and Serve. / dr 12-23-20

EXHIBIT “5”

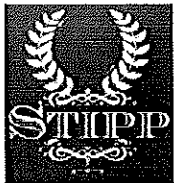
Joe Coppedge

From: Mitchell Stipp <mstipp@stipplaw.com>
Sent: Tuesday, January 5, 2021 4:43 PM
To: Joe Coppedge
Subject: Re: CWNV, LLC and CWNV1, LLC

Thank you Joe for your email.

I will discuss the matter with Dr. Bady and get back to you. To better inform my client, please provide me the package filed with the Nevada Secretary of State which sought to revive CWNV and CWNV1. Please also provide the written response from the Nevada Secretary of State refusing to do the same because of a name conflict. As a preliminary matter, my client is not required to provide such consent or change the names of the newly formed entities.

I will wait for these items before discussing the same with Dr. Bady.



Mitchell Stipp

Law Office of Mitchell Stipp
(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stipplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144

Website: www.stipplaw.com

On Tue, Jan 5, 2021 at 1:37 PM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

Mitch,

The Holly Driggs Law Firm submitted the revival applications for CWNV, LLC and CWNV1, LLC in hard copy on December 28, 2020. On December 29, 2020, the Secretary of State responded that "the order could not be processed" because "[t]he entity name is already in use." This can be remedied with a name consent filed with the Secretary of State on the attached forms. Alternatively, I am advised Dr. Bady could change the names of the two entities he filed to a different name by immediately filing an amendment to the articles of organization changing the names with the Secretary of State. Please advise whether Dr. Bady will either provide a name consent for CWNV LLC and CWNV1 LLC or file for a change of name for such entities with the Secretary of State. If he will, please return Dr. Bady's notarized signature on the attached forms. If not, we will have no choice but to refile the Motion for Order to Show Cause.

Joe

L. Joe Coppedge

Mushkin & Coppedge

6070 S. Eastern Ave., Suite 270

Las Vegas, Nevada 89119

Tel. No. (702) 454-3333

Dir. No. (702) 386-3942

Fax No. (702) 454-3333

CONFIDENTIALITY NOTICE: The information contained in this message may be protected by the attorney-client privilege. If you believe that it has been sent to you in error, do not read it. Please immediately reply to the sender that you have received the message in error. Then delete it. Thank you.

Joe Coppedge

From: Mitchell Stipp <mstipp@stipplaw.com>
Sent: Wednesday, January 6, 2021 10:46 AM
To: Joe Coppedge
Subject: Fwd: Secretary of State Documents
Attachments: 1 Confirmation Email and Submission of Revival - CWNV, LLC.pdf; 2 Rejection Email and Letter - CWNV, LLC.pdf; 3 Confirmation Email and Submission of Revival - CWNV1, LLC.pdf; 4 Rejection Email and Letter - CWNV1, LLC.pdf

Thanks, Joe. I will review and discuss with Dr. Bady.

As a preliminary matter, the applications were rejected for reasons other than described in your email yesterday.

Please also be advised that the statements contained with Section 6 of the applications are false and cannot be provided by the receiver. The court permitted the receiver to file applications to revive the entities. It did not provide the receiver authority to make false statements on the applications or otherwise take actions without the power and authority provided to CWNevada as a member.

I will connect with you soon.



Mitchell Stipp
Law Office of Mitchell Stipp
(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stipplaw.com
Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144
Website: www.stipplaw.com

On Wed, Jan 6, 2021 at 8:55 AM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

Mitch,

As requested, see the attached submissions to and responses from the Secretary of State's office.

Joe

L. Joe Coppedge

Mushkin & Coppedge

6070 S. Eastern Ave., Suite 270

Las Vegas, Nevada 89119

Tel. No. (702) 454-3333

Dir. No. (702) 386-3942

Fax No. (702) 454-3333

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Kandy A. Halsey

From: Kandy A. Halsey
Sent: Tuesday, December 29, 2020 9:51 AM
To: New Filings
Subject: New Filing Request - EXPEDITED Certificate of Revival CWNV, LLC
Attachments: Final Submission CWNV, LLC Revival.pdf

Please see the attached EXPEDITED filing request.
Thank you.

Kandy A. Halsey, CP
Paralegal
Las Vegas Office

HOLLEY DRIGGS

Tel: 702.791.0308 | Fax: 702.791.1912
400 S. 4th Street, Suite 300, Las Vegas NV 89101

Tel: 775.851.8700 | Fax: 775.851.7681
800 S. Meadows Parkway, Suite 800, Reno NV 89521

www.nevadafirm.com

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Kandy A. Halsey

From: New Filings <NewFilings@sos.nv.gov>
Sent: Tuesday, December 29, 2020 10:27 AM
To: Kandy A. Halsey
Subject: Re: New Filing Request - EXPEDITED Certificate of Revival CWNV, LLC
Attachments: image001.png

Your e-mail has been received by the Nevada Secretary of States office, and has been forwarded to the appropriate division. Thank you. ec

From: Kandy A. Halsey <khalsey@nevadafirm.com>
Sent: Tuesday, December 29, 2020 9:52:25 AM
To: New Filings
Subject: New Filing Request - EXPEDITED Certificate of Revival CWNV, LLC

Please see the attached EXPEDITED filing request.
Thank you.

Kandy A. Halsey, CP
Paralegal
Las Vegas Office

[cid:image001.png@01D6DDC8.0D2D0420]

Tel: 702.791.0308 | Fax: 702.791.1912
400 S. 4th Street, Suite 300, Las Vegas NV 89101
89521

Tel: 775.851.8700 | Fax: 775.851.7681
800 S. Meadows Parkway, Suite 800, Reno NV

www.nevadafirm.com<<http://www.nevadafirm.com/>>

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ARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☒ Reinstatement

☐ Revival

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:

Name of entity as on file with the Nevada Secretary of State:

CWNV, LLC

Entity or Nevada Business Identification Number (NVID):

E0028092016-3

2. Registered Agent for Service of Process:

(Check only one box)

☐ Commercial Registered Agent (name only below)

☒ Noncommercial Registered Agent (name and address below)

☐ Office or Position with Entity (title and address below)

Dotan Y Melech

Name of Registered Agent OR Title of Office or Position with Entity

8350 W. Sahara Ave., Ste. 150

Las Vegas

Nevada 89117

Street Address

City

Zip Code

Mailing Address (if different from street address)

City

Zip Code

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

x Dotan Y Melech

12/28/2020

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate:

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date.

The corporation's existence shall be: PERPETUAL or

5. Current List:

Reinstatements:

List of Officers,
Managers,
Managing Members,
General Partners,
Managing Partners,
Trustee or
Subscribers

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: **MANAGER**

Dotan Y Melech, as Court Appointed Receiver

USA

Name

Country

8350 W. Sahara Ave., Ste. 150

Las Vegas

NV 89117

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

(Continued on next page)

This form must be accompanied by appropriate fees.

Page 1 of 3
Revised: 1/1/2019

RA 299



ARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

5. Current List Continued:

CORPORATION, INDICATE THE DIRECTOR:

Name

Country

Address

City

State

Zip/Postal Code

FOR CORPORATION SOLE, INDICATE THE SUBSCRIBER/SUCCESSOR:

Name

Country

Address

City

State

Zip/Postal Code

6. Statement of Fact: (Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President **AND** Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



ARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

6. Statement of Fact Continued:

(Revivals only, select
one. Entities under
NRS 84 cannot revive)

☒ Revival pursuant to 86.580:

The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.

The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.

☐ Revival pursuant to 86:

The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.

The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.

☐ Revival pursuant to 87, 87A, 88 or 88A:

The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.

The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.

☐ Revival pursuant to 89:

The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.

The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures: (Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dotan Y Melech

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Manager

Title

12/28/2020

Date

X

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

Date

FORM WILL BE RETURNED IF UNSIGNED.



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Registered Agent Acceptance/Statement of Change

(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of represented entity: <div>CWNV, LLC</div> Entity or Nevada Business Identification Number (NVID): (for entities currently on file) <div>E0028092016-3</div>
2. Registered Agent Acceptance:	<input checked="" type="checkbox"/> Registered Agent Acceptance
3. Information Being Changed:	Statement of Change takes the following effect: (select only one) <input checked="" type="checkbox"/> Appoints New Agent (complete section 5) <input type="checkbox"/> Update Represented Entity Acting as Registered Agent (complete sections 5) <input type="checkbox"/> Update Registered Agent Name (complete sections 4 & 5) <input type="checkbox"/> Update Registered Agent Address (complete sections 4 & 5)
4. Registered Agent Information Before the Change: (Non-commercial registered agents ONLY)	<div>Name of Registered Agent OR Title of Office or Position with Entity</div> <div>Street Address City Zip Code</div> <div>Mailing Address (if different from street address) City Zip Code</div>
5. Newly Appointed Registered Agent or Registered Agent Information After the Change:	<input type="checkbox"/> Commercial Registered Agent (name only below) <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title or position and address below) <div>Dotan Y Melech</div> <div>Name of Registered Agent OR Title of Office or Position within Entity</div> <div>8350 W. Sahara Ave., Ste. 150 Las Vegas Nevada 89117</div> <div>Street Address City Zip Code</div> <div>Mailing Address (if different from street address) City Zip Code</div>
6. Electronic Notification: (Optional)	Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only: <div></div>
7. Certificate of Acceptance of Appointment of Registered Agent: (Required)	<p><i>I hereby accept appointment as Registered Agent for the above named Entity.</i></p> <div>X Dotan Y Melech, Registered Agent</div> <div>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</div> <div>12/28/2020</div> <div>Date</div>
8. Signature of Represented Entity: (Required)	<div>X Dotan Y Melech, Manager</div> <div>Authorized Signature On Behalf of the Entity</div> <div>12/28/2020</div> <div>Date</div>

FEE: \$60.00

This form must be accompanied by appropriate fees.

Kandy A. Halsey

From: esosmail@sos.nv.gov
Sent: Tuesday, December 29, 2020 4:33 PM
To: Kandy A. Halsey
Subject: Nevada Secretary of State Notice of Business Entity Internal Rejection of Filing
Attachments: UploadBatchScanDocuments1229202016331483.pdf; Receipt_1229202016332002.pdf; REJECTION LETTER – BUSINESS ENTITY_1229202016331017.pdf

Follow Up Flag: Follow up
Flag Status: Completed

Kandy Halsey,

Your Work Order Item Number: W2020122901913-1025315 – Domestic Limited-Liability Company (86) Certificate of Revival for CWNV, LLC has been rejected by the Nevada Secretary of State on 12/29/2020.

Please see the attached Rejection Notice for the rejection reasons. If you have questions, please contact our office at (775) 684-5708 or visit our website at <http://www.nvsos.gov>.

This is an automated email - please do not reply to this message.

The attached files are in .PDF format. You must have an applicable reader to open this file type. One can be found here <https://get.adobe.com/reader/>

REJECTION LETTER – BUSINESS ENTITY_1229202016331017.pdf

BARBARA K. CEGAVSKE
Secretary of State

STATE OF NEVADA



KIMBERLEY PERONDI

*Deputy Secretary for
Commercial Recordings*

**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

12/29/2020

Kandy Halsey
400 South 4th Street, 3rd Floor
LAS VEGAS, NV 89101, USA

Re: CWNV, LLC
Certificate of Revival

Dear Kandy Halsey,

Thank you for your recent request. However, the order could not be processed for the following reasons:

- Submitter id S4649 24 Hour Processing Credit Balance \$1,085.00 The entity name is already in use, please either obtain name consent release or submit the filing a separate form called "Certificate of Revival" specifically for entities that are reviving that their names are not available. Please white out the box for reinstatement. Please correct and resubmit the entire order including all required documents for processing.

This letter must be returned with the requested information or fee indicated above. If you paid for this filing via cash or check, the money is available towards the fees for the replacement filing, another filing or can be refunded upon written request within 1 year of payment pursuant to [NRS 353.115]. Amounts not used or refunded within one year are not available for use or refund. We have processed your credit card for this filing. Please resubmit your credit card information when submitting replacement documents.

for Secretary of State use only



Entity name: CWNV, LLC

Work order number: W2020122901913

processor: apion

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*

RA 304

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI

*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Respectfully,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

for Secretary of State use only



Entity name: **CWNV, LLC**

Work order number: **W2020122901913**

processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*

RA 305



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☒ Reinstatement

☒ Revival

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT.

1. Entity Information:

Name of entity as on file with the Nevada Secretary of State:

CWNV, LLC

Entity or Nevada Business Identification Number (NVID):

E0028092016-3

2. Registered Agent for Service of Process:

(Check only one box)

☐ Commercial Registered Agent (name only below)

☒ Noncommercial Registered Agent (name and address below)

☐ Office or Position with Entity (title and address below)

Dotan Y Melech

Name of Registered Agent OR Title of Office or Position with Entity

8350 W. Sahara Ave., Ste. 150

Las Vegas

Nevada 89117

Street Address

City

Zip Code

Mailing Address (if different from street address)

City

Zip Code

2a. Certificate of Acceptance of Appointment of Registered Agent:
(Include "Registered Agent Acceptance/ Statement of Change" form if needed for signature)

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

x Dotan Y Melech

12/28/2020

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate:

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date.

The corporation's existence shall be: PERPETUAL or

5. Current List:

Reinstatements:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing
Partners, Trustee or
Subscribers

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: **MANAGER**

Dotan Y Melech, as Court Appointed Receiver

USA

Name

Country

8350 W. Sahara Ave., Ste. 150

Las Vegas

NV 89117

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

(Continued on next page)

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

5. Current List Continued:

CORPORATION, INDICATE THE DIRECTOR:

Name

Country

Address

City

State

Zip/Postal Code

FOR CORPORATION SOLE, INDICATE THE SUBSCRIBER/SUCCESSOR:

Name

Country

Address

City

State

Zip/Postal Code

6. Statement of Fact: (Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President AND Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

6. Statement of Fact Continued:
(Revivals only, select one. Entities under NRS 84 cannot revive)

☒ Revival pursuant to 86.580:

The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.

The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.

☐ Revival pursuant to 86:

The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.

The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.

☐ Revival pursuant to 87, 87A, 88 or 88A:

The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.

The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.

☐ Revival pursuant to 89:

The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.

The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures:
(Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dotan Y Melech _____ Manager

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

12/28/2020

Date

X

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

Date

FORM WILL BE RETURNED IF UNSIGNED.

Kandy A. Halsey

From: Kandy A. Halsey
Sent: Tuesday, December 29, 2020 9:51 AM
To: New Filings
Subject: New Filing Request - EXPEDITED Certificate of Revival CWNV1, LLC
Attachments: Final Submission CWNV1, LLC Revival.pdf

Please see the attached EXPEDITED filing request.

Thank you.

Kandy A. Halsey, CP
Paralegal
Las Vegas Office

HOLLEY DRIGGS

Tel: 702.791.0308 | Fax: 702.791.1912
400 S. 4th Street, Suite 300, Las Vegas NV 89101

Tel: 775.851.8700 | Fax: 775.851.7681
800 S. Meadows Parkway, Suite 800, Reno NV 89521

www.nevadafirm.com

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Kandy A. Halsey

From: New Filings <NewFilings@sos.nv.gov>
Sent: Tuesday, December 29, 2020 10:26 AM
To: Kandy A. Halsey
Subject: Re: New Filing Request - EXPEDITED Certificate of Revival CWNV1, LLC
Attachments: image001.png

Your e-mail has been received by the Nevada Secretary of States office, and has been forwarded to the appropriate division. Thank you. ec

From: Kandy A. Halsey <khalsey@nevadafirm.com>
Sent: Tuesday, December 29, 2020 9:52:28 AM
To: New Filings
Subject: New Filing Request - EXPEDITED Certificate of Revival CWNV1, LLC

Please see the attached EXPEDITED filing request.
Thank you.

Kandy A. Halsey, CP
Paralegal
Las Vegas Office

[cid:image001.png@01D6DDC8.0F614940]

Tel: 702.791.0308 | Fax: 702.791.1912
400 S. 4th Street, Suite 300, Las Vegas NV 89101
89521

Tel: 775.851.8700 | Fax: 775.851.7681
800 S. Meadows Parkway, Suite 800, Reno NV

www.nevadafirm.com<<http://www.nevadafirm.com>>

This email message (including any attachments): (a) may include privileged, confidential, proprietary and/or other protected information, (b) is sent based upon a reasonable expectation of privacy, and (c) is not intended for transmission to, or receipt by, unauthorized persons. If you are not the intended recipient, please notify the sender immediately by telephone (702.791.0308) or by replying to this message and then delete the message and all copies or portions from your system. Thank you.



ARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☒ Reinstatement

☐ Revival

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:

Name of entity as on file with the Nevada Secretary of State:

CWNV1, LLC

Entity or Nevada Business Identification Number (NVID): E0272412018-1

2. Registered Agent for Service of Process:

(Check only one box)

☐ Commercial Registered Agent (name only below)

☒ Noncommercial Registered Agent (name and address below)

☐ Office or Position with Entity (title and address below)

Dotan Y Melech

Name of Registered Agent OR Title of Office or Position with Entity

8350 W. Sahara Ave., Ste. 150

Las Vegas

Nevada 89117

Street Address

City

Zip Code

Mailing Address (if different from street address)

City

Zip Code

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

x Dotan Y Melech

12/28/2020

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate:

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date.

The corporation's existence shall be: PERPETUAL or

5. Current List:

Reinstatements:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing
Partners, Trustee or
Subscribers

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: MANAGER

Dotan Y Melech, as Court Appointed Receiver

USA

Name

Country

8350 W. Sahara Ave., Ste. 150

Las Vegas

NV 89117

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

(Continued on next page)

This form must be accompanied by appropriate fees.



ARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

5. Current List Continued:

CORPORATION, INDICATE THE DIRECTOR:

Name		Country	
Address		City	State Zip/Postal Code

FOR CORPORATION SOLE, INDICATE THE SUBSCRIBER/SUCCESSOR:

Name		Country	
Address		City	State Zip/Postal Code

6. Statement of Fact: (Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President **AND** Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



ARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverlume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

6. Statement of Fact Continued:
(Revivals only, select one. Entities under NRS 84 cannot revive)

- ☒ **Revival pursuant to 86.580:**
The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.
The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.
- ☐ **Revival pursuant to 86:**
The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.
The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.
- ☐ **Revival pursuant to 87, 87A, 88 or 88A:**
The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.
The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.
- ☐ **Revival pursuant to 89:**
The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.
The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures:
(Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dotan Y Melech

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Manager

Title

12/28/2020

Date

X

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

Date

FORM WILL BE RETURNED IF UNSIGNED.



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Registered Agent Acceptance/Statement of Change

(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of represented entity: CWNV1, LLC Entity or Nevada Business Identification Number (NVID): (for entities currently on file) E0272412018-1
2. Registered Agent Acceptance:	<input checked="" type="checkbox"/> Registered Agent Acceptance
3. Information Being Changed:	Statement of Change takes the following effect: (select only one) <input checked="" type="checkbox"/> Appoints New Agent (complete section 5) <input type="checkbox"/> Update Represented Entity Acting as Registered Agent (complete sections 5) <input type="checkbox"/> Update Registered Agent Name (complete sections 4 & 5) <input type="checkbox"/> Update Registered Agent Address (complete sections 4 & 5)
4. Registered Agent Information Before the Change: (Non-commercial registered agents ONLY)	Name of Registered Agent OR Title of Office or Position with Entity _____ Nevada _____ Street Address _____ City _____ Zip Code _____ Mailing Address (if different from street address) _____ City _____ Zip Code _____
5. Newly Appointed Registered Agent or Registered Agent Information After the Change:	<input type="checkbox"/> Commercial Registered Agent: (name only below) <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or Position with Entity (title or position and address below) Dotan Y Melech Name of Registered Agent OR Title of Office or Position within Entity 8350 W. Sahara Ave., Ste. 150 Las Vegas Nevada 89117 Street Address _____ City _____ Zip Code _____ Mailing Address (if different from street address) _____ City _____ Zip Code _____
6. Electronic Notification: (Optional)	Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only: _____
7. Certificate of Acceptance of Appointment of Registered Agent: (Required)	I hereby accept appointment as Registered Agent for the above named Entity. X Dotan Y Melech, Registered Agent Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity _____ Date 12/28/2020
8. Signature of Represented Entity: (Required)	X Dotan Y Melech, Manager Authorized Signature On Behalf of the Entity _____ Date 12/28/2020

FEE: \$60.00

This form must be accompanied by appropriate fees.

Kandy A. Halsey

From: esosmail@sos.nv.gov
Sent: Tuesday, December 29, 2020 4:37 PM
To: Kandy A. Halsey
Subject: Nevada Secretary of State Notice of Business Entity Internal Rejection of Filing
Attachments: UploadBatchScanDocuments1229202016364239.pdf; Receipt_1229202016364676.pdf; REJECTION LETTER – BUSINESS ENTITY_1229202016363799.pdf

Follow Up Flag: Follow up
Flag Status: Completed

Kandy Halsey,

Your Work Order Item Number: W2020122901951-1025360 – Domestic Corporation (78) Certificate of Revival for CWNV1, LLC has been rejected by the Nevada Secretary of State on 12/29/2020.

Please see the attached Rejection Notice for the rejection reasons. If you have questions, please contact our office at (775) 684-5708 or visit our website at <http://www.nvsos.gov>.

This is an automated email - please do not reply to this message.

The attached files are in .PDF format. You must have an applicable reader to open this file type. One can be found here <https://get.adobe.com/reader/>

REJECTION LETTER – BUSINESS ENTITY_1229202016363799.pdf

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

12/29/2020

Kandy Halsey
400 South 4th Street, 3rd Floor
LAS VEGAS, NV 89101, USA

Re: **CWNV1, LLC**
Certificate of Revival

Dear Kandy Halsey,

Thank you for your recent request. However, the order could not be processed for the following reasons:

- Submitter id S4649 24 Hour Processing Credit Balance \$1,935.00 The entity name is already in use, please either obtain name consent release or submit the filing a separate form called "Certificate of Revival" specifically for entities that are reviving that their names are not available. Please white out the box for reinstatement. Please correct and resubmit the entire order including all required documents for processing.

This letter must be returned with the requested information or fee indicated above. If you paid for this filing via cash or check, the money is available towards the fees for the replacement filing, another filing or can be refunded upon written request within 1 year of payment pursuant to [NRS 353.115]. Amounts not used or refunded within one year are not available for use or refund. We have processed your credit card for this filing. Please resubmit your credit card information when submitting replacement documents.

for Secretary of State use only



Entity name: **CWNV1, LLC**
Work order number: **W2020122901951**
processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*

RA 316

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



OFFICE OF THE
SECRETARY OF STATE

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

*Commercial Recordings Division
202 N. Carson Street
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North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Respectfully,

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

for Secretary of State use only



Entity name: **CWNV1, LLC**
Work order number: **W2020122901951**
processor: **apion**

*Any request for a refund must be made within 1 year from date of payment pursuant to
[NRS353.115]*

RA 317



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☒ Reinstatement

☒ Revival

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:

Name of entity as on file with the Nevada Secretary of State:

CWNV1, LLC

Entity or Nevada Business Identification Number (NVID): E0272412018-1

2. Registered Agent for Service of Process:

(Check only one box)

☐ Commercial Registered Agent (name only below)

☒ Noncommercial Registered Agent (name and address below)

☐ Office or Position with Entity (title and address below)

Dotan Y Melech

Name of Registered Agent OR Title of Office or Position with Entity

8350 W. Sahara Ave., Ste. 150

Las Vegas

Nevada 89117

Street Address

City

Zip Code

Mailing Address (if different from street address)

City

Zip Code

2a. Certificate of Acceptance of Appointment of Registered Agent: (Include "Registered Agent Acceptance/Statement of Change" form if needed for signature)

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

x Dotan Y Melech

12/28/2020

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate:

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date:

The corporation's existence shall be: PERPETUAL or

5. Current List:

Reinstatements:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing Partners,
Trustee or
Subscribers

CORPORATION, INDICATE THE PRESIDENT, OR EQUIVALENT OF: Title: MANAGER

Dotan Y Melech, as Court Appointed Receiver

USA

Name

Country

8350 W. Sahara Ave., Ste. 150

Las Vegas

NV 89117

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE SECRETARY, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

CORPORATION, INDICATE THE TREASURER, OR EQUIVALENT OF: Title:

Name

Country

Address

City

State Zip/Postal Code

(Continued on next page)

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
Secretary of State
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Carson City, Nevada 89701-4201
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

5. Current List Continued:

CORPORATION, INDICATE THE DIRECTOR:

Name

Country

Address

City

State

Zip/Postal Code

FOR CORPORATION SOLE, INDICATE THE SUBSCRIBER/SUCCESSOR:

Name

Country

Address

City

State

Zip/Postal Code

6. Statement of Fact: (Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.

☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President AND Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

6. Statement of Fact Continued:

(Revivals only, select one. Entities under NRS 84 cannot revive)

☒ Revival pursuant to 86.580:

The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.

The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.

☐ Revival pursuant to 86:

The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.

The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.

☐ Revival pursuant to 87, 87A, 88 or 88A:

The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.

The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.

☐ Revival pursuant to 89:

The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.

The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures: (Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

☒ Dotan Y Melech

Manager

12/28/2020

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

Date

☒

Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Title

Date

FORM WILL BE RETURNED IF UNSIGNED.

Joe Coppedge

From: Mitchell Stipp <mstipp@stipplaw.com>
Sent: Friday, January 15, 2021 5:11 PM
To: Joe Coppedge
Cc: John Savage (jsavage@nevadafirm.com)
Subject: Re: Secretary of State Documents

Joe--

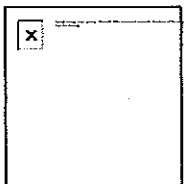
Happy New Year. I hope you are doing well. I discussed with Dr. Bady the receiver's request. We also have waited more than a week and have not received any response from the court on our ex parte application. Your firm and John's firm have filed a notice of receivership action (to which we replied). May be that caused the matter to be stayed? I assume that may be the case. John also mentioned in our creditor call this week that the receiver has been communicating with the attorney general's office on his demand to revive the entities. He believes the receiver will be successful in reviving the entities. Of course, we disagree.

Dr. Bady was able to revive these entities in the manner I suggested to you in my filings and communications. Apparently, Dr. Bady through NuVeda was the only person with actual authority to revive them. Under the circumstances, we believe the matter is moot.

We would prefer to settle this case or move this case along so we can litigate the issues. The maneuvering by the receiver and constant blame game is exhausting and preventing us from focusing on the substantive issues among the parties.

We have asked Department 4 to dismiss the case. In any event, there is no need to do anything now. Let me know if you or John would like to discuss ways in which we can move this case to resolution or beyond the initial pleading stage.

Have a nice weekend.



Mitchell Stipp
Law Office of Mitchell Stipp
(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stipplaw.com
Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144
Website: www.stipplaw.com

On Wed, Jan 6, 2021 at 8:55 AM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

Mitch,

As requested, see the attached submissions to and responses from the Secretary of State's office.

Joe

L. Joe Coppedge

Mushkin & Coppedge

6070 S. Eastern Ave., Suite 270

Las Vegas, Nevada 89119

Tel. No. (702) 454-3333

Dir. No. (702) 386-3942

Fax No. (702) 454-3333

CONFIDENTIALITY NOTICE: The information contained in this message may be protected by the attorney-client privilege. If you believe that it has been sent to you in error, do not read it. Please immediately reply to the sender that you have received the message in error. Then delete it. Thank you.

EXHIBIT “6”

ENTITY INFORMATION

ENTITY INFORMATION

Entity Name:

CWNV (REVIVED), LLC

Entity Number:

E0028092016-3

Entity Type:

Domestic Limited-Liability Company (86)

Entity Status:

Merge Dissolved

Formation Date:

01/21/2016

NV Business ID:

NV20161037929

Termination Date:

Perpetual

Annual Report Due Date:

1/31/2022

Series LLC:

☐

Restricted LLC:

☐

REGISTERED AGENT INFORMATION

Name of Individual or Legal Entity:

MITCHELL STIPP, ESQ.

Status:

Active

CRA Agent Entity Type:

CRA - Other

Registered Agent Type:

Commercial Registered Agent

NV Business ID:

Office or Position:

Jurisdiction:

NEVADA

Street Address:

10120 W. FLAMINGO RD., SUITE 4-124, LAS VEGAS, NV, 89147, USA

Mailing Address:

Individual with Authority to Act:

MITCHELL STIPP

Fictitious Website or Domain Name:

OFFICER INFORMATION

☐ **VIEW HISTORICAL DATA**

Title	Name	Address	Last Updated	Status
Manager	Pejman Bady	c/o Law Office of Mitchell Stipp, 10120 W. Flamingo Rd., Suite 4124, Las Vegas, NV, 89147, USA	01/15/2021	Active

Page 1 of 1, records 1 to 1 of 1

Filing History Name History Mergers/Conversions

[Return to Search](#)

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FILING HISTORY

ENTITY INFORMATION

Entity Name:
CWNV (REVIVED), LLC

Entity Number:
E0028092016-3

Entity Type:
Domestic Limited-Liability Company (86)

Entity Status:
Merge Dissolved

Formation Date:
01/21/2016

NV Business ID:
NV20161037929



Termination Date:
Perpetual

Annual Report Due Date:
1/31/2022

Series LLC:
☐

Restricted LLC:
☐

FILING HISTORY DETAILS

File Date	Effective Date	Filing Number	Document Type	Amendment Type	Source	View
01/15/2021	01/15/2021	20211169049	Articles of Merger		External	
01/15/2021	01/15/2021	20211168897	Certificate of Revival		External	
01/15/2021	01/15/2021	20211168897	Annual List		External	
05/17/2019	05/17/2019	20190215089-17	Articles of Dissolution		Internal	
04/19/2019	04/19/2019	20190172842-26	Amendment		Internal	
04/19/2019	04/19/2019	20190172209-53	Amended List		External	
12/17/2018	12/17/2018	20180540972-88	Annual List		External	
03/23/2018	03/23/2018	20180134282-21	Amendment		Internal	
03/21/2018	03/21/2018	20180127828-79	Amended List		External	
02/07/2018	02/07/2018	20180060532-87	Amended List		External	
Page 1 of 1, records 1 to 10 of 10						

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BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegauske</i> Secretary of State State Of Nevada	Business Number E0028092016-3 Filing Number 20211168897 Filed On 01/15/2021 15:06:16 PM Number of Pages 5
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☐ Reinstatement

☒ Revival

1. Entity information:

Name of entity as on file with the Nevada Secretary of State:

CWNV (Revived), LLC

Entity or Nevada Business Identification Number (NVID): **NV20161037929**

2. Registered Agent for Service of Process:

(check only one box)

☒ Commercial Registered Agent (name only below) ☐ Noncommercial Registered Agent (name and address below) ☐ Office or position with Entity (title and address below)

MITCHELL STIPP, ESQ.

Name of Registered Agent OR Title of Office or Position with Entity

10120 W. FLAMINGO RD., SUITE 4-124

LAS VEGAS

Nevada **89147**

Street Address

City

Zip Code

Mailing Address (If different from street address)

City

Nevada Zip Code

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

X

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate: **01/15/2021**

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date.
The corporation's existence shall be: PERPETUAL or

5. Current List :

Reinstatements:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing Partners,
Trustee or
Subscribers

Revivals:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing Partners
or Trustee

CORPORATION, INDICATE THE MANAGER, OR EQUIVALENT OF:

Title: **MANAGER**

Pejman Bady

USA

Name

Country

**c/o Law Office of Mitchell Stipp, 10120
W. Flamingo Rd. Suite 4124**

Las Vegas

NV 89147

City

State Zip/Postal Code

Address



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☐ Reinstatement

☒ Revival

6. Statement of Fact:

(Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81.

- ☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.
- ☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

- ☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.
- ☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President **AND** Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☐ Reinstatement

☒ Revival

6. Statement of Fact:
(Revivals only, select one. Entities under NRS 84 cannot revive)

- ☒ **Revival pursuant to 86.580:**
The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.
The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.
- ☐ **Revival pursuant to 86:**
The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.
The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.
- ☐ **Revival pursuant to 87, 87A, 88 or 88A:**
The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.
The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.
- ☐ **Revival pursuant to 89:**
The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.
The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures:
(Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dr. Pejman Bady
Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Authorized Signer

Title

01/15/2021

Date

FORM WILL BE RETURNED IF UNSIGNED.



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegauske</i> Secretary of State State Of Nevada	Business Number E9624952020-4 Filing Number 20211169049 Filed On 01/15/2021 16:06:26 PM Number of Pages 4
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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

1. Entity Information: (Constituent, Acquired or Merging)	Entity Name: CWNV (Revived), LLC Jurisdiction: Nevada Entity Type*: Domestic Limited-Liability Company (86) <i>If more than one entity being acquired or merging please attach additional page.</i>
2. Entity Information: (Resulting, Acquiring or Surviving)	Entity Name: CWNV LLC Jurisdiction: Nevada Entity Type*: Domestic Limited-Liability Company (86)
3. Plan of Conversion, Exchange or Merger: (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
4. Approval: (If more than one entity being acquired or merging please attach additional approval page.)	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required form for the : <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input checked="" type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving CWNV (Revived), LLC Name of acquired/merging entity CWNV LLC Name of acquiring/surviving entity
5. Effective Date and Time: (Optional)	Date: 01/15/2021 Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)



BARBARA K. CEGAVSKE
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Website: www.nvsos.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required form for the :
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- ☐ Acquired/merging
- ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required form for the :
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- ☐ Acquired/merging
- ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

6. Forwarding Address for Service of Process:

(Conversion and Mergers only, if resulting/surviving entity is foreign)

Name

Care of:

USA

Country

10120 W. Flamingo Rd., Suite 4124

Address

Las Vegas

City

NV

State

89147

Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):

(Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration: (Exchange and Merger only)

Exchange:

The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)



The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).



The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)



Conversion:

A plan of conversion has been adopted by the constituent entity in compliance with the law the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1.If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2.If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
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 Website: www.nvsos.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

9. Signature Statement

Continued: (Required)

☐ Exchange:

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230) Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☒ Merger:

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s): (Required)

If more than one entity being acquired or merging please attach additional page of information and signatures.

CWNV LLC

Name of acquiring/merging entity

X Pejman Bady

Signature(Exchange/Merger)

Authorized Signer

Title

01/15/2021

Date

CWNV LLC

Name of acquiring/merging entity

X Pejman Bady

Signature(Exchange/Merger)

Authorized Signer

Title

01/15/2021

Date

X

Signature of Constituent Entity(Conversion)

Title

Date

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

ENTITY INFORMATION

ENTITY INFORMATION

Entity Name:

CWNV1 (REVIVED), LLC

Entity Number:

E0272412018-1

Entity Type:

Domestic Limited-Liability Company (86)

Entity Status:

Merge Dissolved

Formation Date:

06/05/2018

NV Business ID:

NV20181404737

Termination Date:

Perpetual

Annual Report Due Date:

6/30/2021

Series LLC:

☐

Restricted LLC:

☐

REGISTERED AGENT INFORMATION

Name of Individual or Legal Entity:

MITCHELL STIPP, ESQ.

Status:

Active

CRA Agent Entity Type:

CRA - Other

Registered Agent Type:

Commercial Registered Agent

NV Business ID:

Office or Position:

Jurisdiction:

NEVADA

Street Address:

10120 W. FLAMINGO RD., SUITE 4-124, LAS VEGAS, NV, 89147, USA

Mailing Address:

Individual with Authority to Act:

MITCHELL STIPP

Fictitious Website or Domain Name:

OFFICER INFORMATION

☐ **VIEW HISTORICAL DATA**

Title	Name	Address	Last Updated	Status
Manager	Pejman Bady	c/o Law Office of Mitchell Stipp, 10120 W. Flamingo Rd. #4124, Las Vegas, NV, 89147, USA	01/15/2021	Active

Page 1 of 1, records 1 to 1 of 1

Filing History Name History Mergers/Conversions

[Return to Search](#)

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FILING HISTORY

ENTITY INFORMATION

Entity Name:
CWNV1 (REVIVED), LLC

Entity Number:
E0272412018-1

Entity Type:
Domestic Limited-Liability Company (86)

Entity Status:
Merge Dissolved

Formation Date:
06/05/2018

NV Business ID:
NV20181404737








Termination Date:
Perpetual

Annual Report Due Date:
6/30/2021

Series LLC:
☐

Restricted LLC:
☐

FILING HISTORY DETAILS

File Date	Effective Date	Filing Number	Document Type	Amendment Type	Source	View
01/15/2021	01/15/2021	20211169050	Articles of Merger		External	
01/15/2021	01/15/2021	20211168898	Certificate of Revival		External	
01/15/2021	01/15/2021	20211168898	Annual List		External	
05/30/2019	05/30/2019	20190233926-37	Dissolution		Internal	
06/29/2018	06/29/2018	20180293027-94	Amended List		External	
06/05/2018	06/05/2018	20180256095-38	Initial List		External	
06/05/2018	06/05/2018	20180256094-27	Articles of Organization		External	
Page 1 of 1, records 1 to 7 of 7						

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BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegauske</i> Secretary of State State Of Nevada	Business Number E0272412018-1 Filing Number 20211168898 Filed On 01/15/2021 15:06:28 PM Number of Pages 5
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☐ Reinstatement

☒ Revival

1. Entity information:

Name of entity as on file with the Nevada Secretary of State:

CWNV1 (Revived), LLC

Entity or Nevada Business Identification Number (NVID): **NV20181404737**

2. Registered Agent for Service of Process:

(check only one box)

☒ Commercial Registered Agent (name only below) ☐ Noncommercial Registered Agent (name and address below) ☐ Office or position with Entity (title and address below)

MITCHELL STIPP, ESQ.

Name of Registered Agent OR Title of Office or Position with Entity

10120 W. FLAMINGO RD., SUITE 4-124

Street Address

LAS VEGAS

City

Nevada **89147**

Zip Code

Mailing Address (If different from street address)

City

Nevada Zip Code

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

X

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

Date

3. Date When Revival is to Commence:

Date when revival of charter is to commence or be effective, which may be before the date of the certificate: **01/15/2021**

4. Duration of Revival:

(A date is required for entities under NRS 88)

Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. Limited Partnership under NRS 88 must indicate a date.
The corporation's existence shall be: PERPETUAL or

5. Current List :

Reinstatements:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing
Partners, Trustee or
Subscribers

Revivals:
List of Officers,
Managers,
Managing Members,
General Partners,
Managing Partners
or Trustee

CORPORATION, INDICATE THE MANAGER, OR EQUIVALENT OF:

Title: **MANAGER**

Pejman Bady

Name

USA

Country

**c/o Law Office of Mitchell Stipp, 10120
W. Flamingo Rd. #4124**

Address

Las Vegas

City

NV 89147

State Zip/Postal Code



BARBARA K. CEGAUSKE
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Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☐ Reinstatement

☒ Revival

6. Statement of Fact:

(Revivals only, select one. Entities under NRS 84 cannot revive)

☐ Revival pursuant to 78.730 or 81.010: (check one)

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 78 and/or 81.

- ☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.
- ☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued. Membership approval not required under NRS 81.010(2).

☐ Revival pursuant to 80:

The undersigned declare that the corporation desires to revive its qualification to do business and is, or has been, organized and carrying on the business authorized by its existing or original qualification and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 80.

- ☐ The undersigned declare that they have obtained written consent of the stockholders of the corporation holding at least a majority of the voting power and that this consent was secured; furthermore, that they are the person(s) designated or appointed by the stockholders of the corporation to revive the qualification.
- ☐ The undersigned declare that they are the person(s) who have been designated by a majority of the directors in office to sign this certificate and that no stock has been issued.

☐ Revival pursuant to 82:

The undersigned declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapters 81 and 82.

This certificate must be executed by the President or Vice President **AND** Secretary or Assistant Secretary.

The undersigned declare that the execution and filing of this certificate has been approved unanimously by the last-appointed surviving directors of the corporation and the unanimous consent has been secured:



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Certificate of Reinstatement/Revival

NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A and 89

☐ Reinstatement

☒ Revival

6. Statement of Fact:
(Revivals only, select one. Entities under NRS 84 cannot revive)

- ☒ **Revival pursuant to 86.580:**
The undersigned declare that the limited-liability company desires to revive its charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 86.
The undersigned declares that he has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of a majority of the members.
- ☐ **Revival pursuant to 86:**
The undersigned declare that the foreign limited-liability company desires to revive its registration and is, or has been, organized and carrying on the business authorized by its existing or original registration and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of NRS 86.5467.
The undersigned declares that he/she has obtained approval by written consent of the majority in interest and that this consent was secured.
- ☐ **Revival pursuant to 87, 87A, 88 or 88A:**
The undersigned declare that the limited partnership, limited-liability partnership, limited-liability limited partnership or business trust desires to revive its certificate and is, or has been, organized and carrying on the business authorized by its existing or original certificate and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 87, 87A, 88 or 88A.
The undersigned declares that he/she has been designated or appointed by the general partners, managing partners or trustees to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the general partners or managing partners holding at least a majority of the voting powers.
- ☐ **Revival pursuant to 89:**
The undersigned declare that the professional association desires to revive its articles of association and is, or has been, organized and carrying on the business authorized by its existing or original articles of association and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of Chapter 89.
The undersigned declares that he/she has been designated or appointed by the members to sign this certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the written consent of the holders of a membership interest in the professional association holding at least a majority of voting power.

7. Signatures:
(Required)

I declare under the penalty of perjury that the reinstatement/revival has been authorized by a court of competent jurisdiction or by the duly selected manager or managers of the entity or if the entity has no managers, its managing members.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Dr. Pejman Bady
Signature of Officer, Manager, Managing Member,
General Partner, Managing Partner, Trustee, or
Authorized Signer

Authorized Signer

Title

01/15/2021

Date

FORM WILL BE RETURNED IF UNSIGNED.



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E9624992020-0
Secretary of State State Of Nevada	Filing Number 20211169050
	Filed On 01/15/2021 16:06:38 PM
	Number of Pages 4

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

1. Entity Information: (Constituent, Acquired or Merging)	Entity Name: CWNV1 (Revived), LLC Jurisdiction: Nevada Entity Type*: Domestic Limited-Liability Company (86) <i>If more than one entity being acquired or merging please attach additional page.</i>
2. Entity Information: (Resulting, Acquiring or Surviving)	Entity Name: CWNV1 LLC Jurisdiction: Nevada Entity Type*: Domestic Limited-Liability Company (86)
3. Plan of Conversion, Exchange or Merger: (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
4. Approval: (If more than one entity being acquired or merging please attach additional approval page.)	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required form for the : <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input checked="" type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving CWNV1 (Revived), LLC Name of acquired/merging entity CWNV1 LLC Name of acquiring/surviving entity
5. Effective Date and Time: (Optional)	Date: 01/15/2021 Time: (must not be later than 90 days after the certificate is filed)



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required form for the :
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- ☐ Acquired/merging
- ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required form for the :
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ B. The plan was approved by the required consent of the owners of:
- ☐ Acquired/merging
- ☐ Acquiring/surviving
- ☐ C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- ☐ Acquired/merging
- ☐ Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

6. Forwarding Address for Service of Process:

(Conversion and Mergers only, if resulting/surviving entity is foreign)

Name

Care of:

USA

Country

10120 W. Flamingo Rd., Suite 4124

Address

Las Vegas

City

NV

State

89147

Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):

(Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration: (Exchange and Merger only)

Exchange:

The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)



The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).



The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)



Conversion:

A plan of conversion has been adopted by the constituent entity in compliance with the law the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1.If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2.If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity



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Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

9. Signature Statement

Continued: (Required)

☐ **Exchange:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230) Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.

The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☒ **Merger:**

Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).

The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s): (Required)

If more than one entity being acquired or merging please attach additional page of information and signatures.

CWNV1 LLC

Name of acquiring/merging entity

X Pejman Bady

Signature(Exchange/Merger)

Authorized Signer

Title

01/15/2021

Date

CWNV1 LLC

Name of acquiring/merging entity

X Pejman Bady

Signature(Exchange/Merger)

Authorized Signer

Title

01/15/2021

Date

X

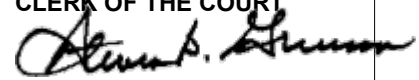
Signature of Constituent Entity(Conversion)

Title

Date

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

EXHIBIT “7”



LAW OFFICE OF MITCHELL STIPP
MITCHELL STIPP, ESQ.
Nevada Bar No. 7531
1180 N. Town Center Drive
Suite 100
Las Vegas, Nevada 89144
Telephone: 702.602.1242
Facsimile: 866.220.5332
mstipp@stipplaw.com
Counsel for Plaintiff

CASE NO: A-21-827473-W
Department 4

DISTRICT COURT

CLARK COUNTY, NEVADA

DR. PEJMAN BADY, as manager of NuVeda,
LLC, a Nevada limited liability company, as
trustee for CWNV, LLC and CWNV1, LLC,
both dissolved limited liability companies.

Plaintiff,

vs.

BARBARA K. CEGAVSKE, in her role as the
SECRETARY OF STATE FOR NEVADA

Defendant.

Case No: (See Above)

Department No.: (See Above)

ARBITRATION EXEMPTION CLAIMED:
Rule 3(a): Action Seeking Equitable Relief

Plaintiff, Dr. Pejman Bady, as manager of NuVeda, LLC, a Nevada limited liability company ("NuVeda"), as trustee for CWNV, LLC ("CWNV") and CWNV, 1 LLC ("CWNV1"), both dissolved, Nevada limited liability companies ("Plaintiff"), by and through their attorney, Mitchell D. Stipp, Esq., of the Law Office of Mitchell Stipp, allege as follows:

1 **PARTIES**

2 1. CWNV is a dissolved, Nevada limited liability company, which was previously
3 organized under Chapter 86 of the Nevada Revised Statutes, as amended (the “NRS”).
4

5 2. CWNV1 is a dissolved, Nevada limited liability company, which was previously
6 organized under Chapter 86 of the NRS.

7 3. Barbara K. Cegavske is the Nevada Secretary of State (“Defendant”).
8

9 **JURISDICTION AND VENUE**

10 4. This court has jurisdiction over Defendant because she is the Nevada Secretary of
11 State.

12 5. Venue is proper because Defendant is the Nevada Secretary of State and/or a
13 substantial portion of the acts, events, and transactions complained of herein occurred in Clark
14 County, Nevada (including dissolution of CWNV and CWNV1).

15 6. This court has jurisdiction to grant declaratory and injunction relief pursuant to
16 NRS 30.030 and 33.010, respectively.

17 7. The court has jurisdiction to grant a writ of mandamus or prohibition pursuant to
18 Chapter 34 of NRS.
19

20 **GENERAL ALLEGATIONS**

21 8. On April 16, 2019, CWNevada, LLC, a Nevada limited liability company
22 (“CWNevada”), filed a voluntary petition for relief under chapter 11 of Title 11 of the United
23 States Code (Case No. 19-12300-mkn, United States Bankruptcy Court, District of Nevada).

24 9. CWNevada and NuVeda own membership interests in CWNV and CWNV1.

25 10. CWNV and CWNV1 were dissolved in accordance with the operating agreements
26 for CWNV and CWNV1 after CWNevada filed its bankruptcy as described in paragraph 8
27 above.
28

1 11. CWNevada is subject to a receivership being administered in Department 11
2 (Case No. A-17-755479-C) (“Receivership Action”).

3 12. The receiver for CWNevada (“Receiver”) requested permission of the district
4 court in the Receivership Action to reinstate/revive CWNV and CWNV1.
5

6 13. The district court in the Receivership Action authorized the Receiver to revive
7 CWNV and CWNV1 in accordance with NRS 86.580.

8 14. Unless and until CWNV and CWNV1 are revived, the district court in the
9 Receivership Action authorized Dr. Bady as manager of NuVeda to continue to act as trustee for
10 CWNV and CWNV under NRS 86. Such rights and powers are set forth in NRS 86.541(2).

11 15. The power, rights and privileges of CWNevada as a member of CWNV and
12 CWNV1 have been suspended in accordance with Section 10.05 of the operating agreements for
13 CWNV and CWNV1.
14

15 16. CWNevada is subject to a disciplinary order approved by Cannabis Compliance
16 Board requiring revocation of several cannabis licenses and liquidation of the remainder. A true
17 and accurate copy of the disciplinary order is attached hereto as **Exhibit 1**.

18 17. The principal of CWNevada, Brian Padgett (“Mr. Padgett”), also faced discipline
19 by the CCB, which revoked his agent cards. A true and accurate copy of the disciplinary order
20 (without exhibits) is attached hereto as **Exhibit 2**.
21

22 18. Mr. Padgett is subject to discipline from the State Bar of Nevada and criminal
23 charges. See State Bar of Nevada v. Brian Padgett (Case Nos. OBC9-0604 and OBC19-0798)
24 (bar license suspended) and State of Nevada v. Brian Padgett (Justice Court, Las Vegas
25 Township, Case No. 20F00409X/Department 14).
26

27 19. The Receiver desires to revive CWNV and CWNV1 in order to take control of
28 marijuana dispensaries, which are licensed by the State of Nevada and regulated by the Cannabis

1 Compliance Board (“CCB”), to Clark NMSD, LLC, a Nevada limited liability company
2 (“Clark”).

3 20. The joint venture agreements between NuVeda and CWNevada pertaining to the
4 ownership of Clark’s marijuana dispensary licenses have been terminated. See Exhibit 3.

5 21. The suspension of CWNevada’s membership makes it impossible for the Receiver
6 on behalf of CWNevada to revive CWNV and CWNV1 (regardless of permission obtained from
7 the district court in the Receivership Action). Dr. Bady is (or would be) the only manager of
8 CWNV and CWNV1. NuVeda is the only member with membership rights.

9 22. Revival under NRS 86.580 requires, among other items, a declaration as follows:

10 ☒ Revival pursuant to 86.580:

11 The undersigned declare that the limited-liability company desires to revive its charter and is, or has been,
12 organized and carrying on the business authorized by its existing or original charter and amendments
13 thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of
14 Chapter 86.

The undersigned declares that he has been designated or appointed by the members to sign this
certificate. Furthermore, the execution and filing of this certificate has been approved and secured by the
written consent of a majority of the members.

15 23. The Receiver has signed certificates for CWNV and CWNV1 pursuant to which
16 the Receiver has provided false declarations and unilaterally appointed himself as the manager of
17 CWNV and CWNV1. See Exhibit 4.

18 24. Neither CWNV nor CWNV1 is, or has been, carrying on the business authorized
19 by their charters since their dissolution. In fact, the affairs of CWNV and CWNV1 have been
20 wound down by NuVeda. The Receiver has not been designated or appointed by the members of
21 CWNV and CWNV1 to sign the certificates of revival. Further, the execution and filing of the
22 certificates of revival for CWNV and CWNV1 have not been approved and secured by the
23 written consent of a majority of the members.

24 25. The permission to revive CWNV and CWNV1 granted to the Receiver by the
25 district court is **not** an order requiring Defendant to revive these dissolved entities at the request
26
27
28

1 of the Receiver. Section 12.03(d) of the operating agreements for CWNV and CWNV1
2 expressly provide that such entities shall be terminated upon dissolution.

3 26. The Nevada Supreme Court has recognized that revival is discretionary by
4 Defendant. See Redl v. Heller, 120 Nev. 75 (Nev. 2004). However, the decision by Defendant
5 to revive CWNV and CWNV1 upon the request by the Receiver cannot be arbitrary or
6 capricious. See id.

7 27. On these facts, Plaintiff believes it would be arbitrary and capricious for
8 Defendant to revive CWNV and CWNV1 at the request of the Receiver for CWNevada when
9 CWNevada's membership rights have been suspended and the operating agreements require the
10 entities to be dissolved and terminated.

11
12
13 **CLAIM FOR RELIEF**
14 **(INJUNCTIVE RELIEF)**

15 28. Plaintiff repeats and re-alleges the allegations contained in the preceding
16 paragraphs of this Complaint as though said paragraphs were fully set forth herein.

17 29. Revival of CWNV and CWNV1 by the Receiver violates the terms and conditions
18 of the operating agreements for CWNV and CWNV1.

19 30. Plaintiff has no adequate remedy at law.

20 31. Without injunctive relief, CWNV and CWNV1 and its sole member with
21 membership rights, NuVeda, will suffer irreparable harm for which compensatory damages are
22 inadequate, if the entities are revived.

23
24 **APPLICATION FOR WRIT OF MANDAMUS OR PROHIBITION**

25
26 32. Plaintiff repeats and re-alleges the allegations contained in the preceding
27 paragraphs of this Complaint as though said paragraphs were fully set forth herein.

1 33. In Nevada, a writ shall issue “in all cases where there is not a plain, speedy and
2 adequate remedy in the ordinary course of law.” NRS 34.170; NRS 34.330. “A writ of prohibition is
3 appropriate when a district court acts without or in excess of its jurisdiction.” Cote v. District Ct., 124
4 Nev. 36, 39, 175 P.3d 906, 907 (2008) (citing NRS 34.320; State v. District Ct. (Anzalone), 118 Nev.
5 140, 146-47, 42 P.3d 233, 237 (2002)). “A writ of mandamus is available to ‘compel the performance
6 of an act which the law . . . [requires] as a duty resulting from an office, trust or station.’ *Id.*, 124
7 Nev. At 39, 175 P.3d at 907-08 (quoting NRS 34.160), or to control a manifest abuse or an arbitrary
8 or capricious exercise of discretion. *Id.* (citing Round Hill Gen. Imp. Dist. v. Newman, 97 Nev. 601,
9 603-04, 637 P.2d 534, 536 (1981)). “Because both writs of prohibition and writs of mandamus are
10 extraordinary remedies, [the court has] complete discretion to determine whether to consider them.”
11 *Id.*, 124 Nev. At 39, 175 P.3d at 908 (citing Smith v. District Ct., 107 Nev. 674, 818 P.2d 849
12 (1991)).
13

14 34. Even when an “arguable adequate remedy exists, this court may exercise its
15 discretion to entertain a petition for mandamus under circumstances of urgency or strong necessity,
16 or when an important issue of law needs clarification and sound judicial economy and administration
17 favor the granting of the petition.” State v. District Ct., 118 Nev. 609, 614, 55 P.3d 420, 423 (2002)
18 (citations omitted).
19

20 35. Here, “there is not a plain, speedy and adequate remedy in the ordinary course of
21 law.” NRS 34.170; NRS 34.330.

22 36. As such, this court has the ability to mandate that Defendant not revive CWNV and
23 CWNV1 at the request of the Receiver.

24 37. Alternatively, a writ of prohibition is necessary to stop the Defendant from reviving
25 CWNV and CWNV1 at the request of the Receiver.
26

27 ///
28

1
2
3 **PRAYER FOR RELIEF**

4 WHEREFORE, Plaintiff respectfully requests as follows:

- 5 1. Grant preliminary and permanent injunction relief directing Defendant not to
6 revive CWNV and CWNV1;
7
8 2. Mandate Defendant reject the applications of the Receiver for CWNevada to
9 revive CWNV and CWNV1;
10
11 3. Alternatively, issue a writ of prohibition to prevent Defendant from reviving
12 CWNV and CWNV1; and
13
14 4. For such other and further relief as the Court may deem just and proper.

15
16 DATED this 6th day of January, 2021.

17
18 LAW OFFICE OF MITCHELL STIPP

19 /s/ Mitchell Stipp

20 MITCHELL STIPP, ESQ.
21 Nevada Bar No. 7531
22 1180 N. Town Center Drive
23 Suite 100
24 Las Vegas, Nevada 89144
25 Telephone: 702.602.1242
26 Facsimile: 866.220.5332
27 mstipp@stipplaw.com
28 *Counsel for Plaintiff*

EXHIBIT “8”

**IN THE SUPREME COURT OF
THE STATE OF NEVADA**

Electronically Filed
Nov 24 2020 11:57 a.m.
Elizabeth A. Brown
Clerk of Supreme Court

NUVEDA, LLC, a Nevada limited liability
company, as trustee for CWNV, LLC, a
dissolved limited liability company

Appellant,

THE CIMA GROUP LLC, a Colorado limited
liability company,

Respondent.

DOTAN Y. MELECH, receiver for
CWNEVADA, LLC, a Nevada limited liability
company,

Real Party in Interest.

Supreme Court Case No.: 79110

**MOTION TO SUBSTITUTE PARTY
(APPELLANT)**

Appellant, NuVeda, LLC, a Nevada limited liability company, trustee for CWNV, LLC, a dissolved limited liability company ("Dissolved CWNV"), by and through its counsel of record, Mitchell Stipp, Esq., of the Law Office of Mitchell Stipp, hereby files the above-referenced motion to substitute CWNV LLC, a newly formed Nevada limited liability company ("New CWNV"), as successor-in-interest to Dissolved CWNV.

DATED this 24th day of November, 2020.

LAW OFFICE OF MITCHELL STIPP

/s/ Mitchell Stipp, Esq.

MITCHELL STIPP, ESQ.

Nevada Bar No. 7531

LAW OFFICE OF MITCHELL STIPP

1180 N. Town Center Drive, Suite 100

Las Vegas, Nevada 89144

Telephone: 702.602.1242

mstipp@stipplaw.com

Attorneys for NuVeda, LLC

MEMORADUM OF POINTS AND AUTHORITIES

There is a pending motion to consolidate appeals in Case Nos. 79110 and 79304. If the court decides not to consolidate (despite the reasons briefed by Appellant in Dkt. 20-40175 and 20-41524), this appeal can proceed independently. The district court has entered an order authorizing the receiver for CWNevada, LLC, a Nevada limited liability company (“Receiver” and “CWNevada,” respectively), to revive Dissolved CWNV in accordance with NRS 86.580. See Exhibit 1. This issue was briefed in the status report on file in this case. See Status Report (Exhibit 3) (Dkt #20-39636). However, the Receiver has not completed the requirements to revive Dissolved CWNV as of the date of this motion. Therefore, Dr. Bady through NuVeda remains the trustee for Dissolved CWNV under NRS 86. See Exhibit 1.

Based on the filings in this case, it appears that the goal of the Receiver is to revive Dissolved CWNV to dismiss this appeal, which appeal is based in part on the wrongful inclusion of Dissolved CWNV as part of the receivership estate.¹ The Receiver also believes that dismissal of this appeal will make the appeal in Case No. 79304 moot (which belief is false). See Dkt. 20-41415 (page 10) (lines 1-8). The decision to revive a dissolved entity is within the discretion of the Nevada Secretary of State, but such decision cannot be arbitrary or capricious. Redl v. Heller, 120 Nev. 75 (Nev. 2004). Dr. Bady through NuVeda intends to contest any attempt by the Receiver to revive Dissolved CWNV. However, the undersigned acknowledges that any such effort by Dr. Bady may not be successful, and this appeal should not depend on the discretion of the Nevada Secretary of State.

Appellant has considered the possibility that the Nevada Secretary of State will revive Dissolved CWNV despite the terms of Dissolved CWNV’s operating agreement. If revived, it appears

¹ There are millions of dollars in receivership certificates which are also subject to challenge in this appeal, which certificates were issued in violation of the applicable receivership orders and retroactively approved by the district court in violation of Nevada law while Case Nos. 79110 and 79304 remain pending. See Case No. 80894 (writ petition denied).

the district court will allow the Receiver simply to appoint a manager regardless of the fact that NuVeda is entitled to appoint a manager. See Exhibit 1. Even the Receiver recognizes that despite requests for clarification and other motion practice, the district court “did not decide who had the property [sic] authority to act on behalf of [Dissolved] CWNV.” See Dkt. 20-41415 (page 3) (lines 15-18). Given the position of the Receiver and the lack of clarity provided by the district court, Appellant has been forced to take action to protect its rights and remedies.

While Appellant could file a writ petition if the Nevada Secretary of State revives Dissolved CWNV, it may not be able to continue with this appeal pending resolution of such matter. If the appeal is dismissed by the Receiver, it probably cannot be revived. Therefore, Appellant requests that the court substitute New CWNV in place of Appellant as the real party in interest pursuant to NRAP 43. See Exhibit 2. As the trustee for Dissolved CWNV, Dr. Bady through NuVeda has transferred all assets and liabilities of Dissolved CWNV to New CWNV, which is managed solely by Dr. Bady. Id. Such transfer includes all rights of Appellant on appeal in this case. Id.

[CERTIFICATE OF SERVICE FOLLOWS]

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 24th day of November, 2020, I filed the foregoing using the Nevada Supreme Court's E-filing system, which provided notice to the e-service participants registered in this case:

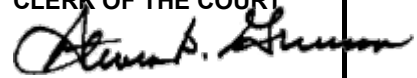
HUMPHREY LAW PLLC
201 W. Liberty Street, Suite 350
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Tel: 775.420.3500
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ed@hlawnv.com
Attorneys for Respondent, The CIMA Group LLC

Dotan Y Melech (Receiver and Real Party in Interest):
John Savage
HOLLEY DRIGGS WALCH
FINE PUZEY STEIN & THOMPSON
400 South Fourth Street, Third Floor
Las Vegas, Nevada 89101
Attorneys for Receiver, Dotan Y. Melech

By: /s/ Amy Hernandez

An employee of the Law Office of Mitchell Stipp

EXHIBIT “9”



TRAN

DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

NUVEDA LLC,)	
)	
Plaintiff,)	CASE NO. A-17-755479-B
)	DEPT NO. XI
vs.)	
)	
4FRONT ADVISORS LLC,)	
)	
)	TRANSCRIPT OF
Defendant.)	PROCEEDINGS
)	
<u>AND RELATED PARTIES</u>)	

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

TUESDAY, AUGUST 18, 2020

**HEARING RE: MOTION FOR PRELIMINARY INJUNCTION AND
FOR APPOINTMENT OF RECEIVER FOR
NUVEDA, LLC; CWNV LLC; AND CWNV LLC
ON ORDER SHORTENING TIME**

SEE NEXT PAGE FOR APPEARANCES:

RECORDED BY: JILL HAWKINS, COURT RECORDER
TRANSCRIBED BY: JD REPORTING, INC.

A P P E A R A N C E S

ALL APPEARANCES TELEPHONIC:

FOR NUVEDA LLC:

MITCHELL D. STIPP, ESQ.

FOR DOTAN MELECH,
SHANE TERRY, AND
PHILLIP IVEY:

MICHAEL R. MUSHKIN, ESQ.
L. JOE COPPEDGE, ESQ.

1 **LAS VEGAS, CLARK COUNTY, NEVADA, AUGUST 18, 2020, 12:10 P.M.**

2 * * * * *

3 THE COURT: All right. If I could go to CWNevada, my
4 favorite receivership action.

5 Mr. Coppedge, this is your motion to appoint a
6 receiver.

7 MR. MUSHKIN: Good morning, Your Honor. This is Mike
8 Mushkin appearing with the Joe Coppedge. We are here on behalf
9 of receiver Dotan Melech, Mr. Terry and Mr. Ivey. Bar
10 Number 2421.

11 THE COURT: Mr. Stipp, you on the phone?

12 MR. STIPP: I am, Your Honor.

13 THE COURT: Thank you.

14 So, Mr. Mushkin, Mr. Coppedge, it's your motion.

15 MR. MUSHKIN: Your Honor, there is so much stuff
16 dealing on the part of NuVeda and Dr. Bady that it's difficult
17 to know where to start.

18 The fundamental problem and why they need a receiver
19 to perform an accounting is demonstrated by the first two lines
20 of NuVeda's opposition. NuVeda still claims to be trustee for
21 CWNV and CWNV1.

22 Nevada (sic) seems to believe they can violate the
23 order appointing the receiver with impunity. The receivership
24 order expressly provides in part the receivers appointed are
25 for CWNevada, LLC, all of its assets, including, without

1 limitation, all assets and rights relating to any subsidiary
2 and affiliated entities collectively in -- as CWNevada in which
3 CWNevada has an ownership interest, including, but not limited
4 to CWNV, LLC, with the powers by as orders as follows.

5 NuVeda argues there is no request in the complaint
6 for a receiver over CWNV or CWNV1. The complaint doesn't need
7 to assert claims against CWNV or CWNV1. There is clearly
8 already a receiver for those entities. It's just that NuVeda
9 is interfering with that.

10 What we need, because of NuVeda's actions of
11 purporting to dissolve CWNevada and CWNevada1 of confessing
12 judgment against CWNV and CWNV1 for 45 million and purporting
13 to waste service of a complaint filed by NuVeda against both.
14 For those reasons, a receiver should perform an accounting of
15 the books and records of CWNV and CWNV1. And because those
16 entities are now so intertwined with NuVeda, the only way that
17 can be performed is for the accounting to exclude NuVeda.

18 As the Court is well aware, 32.010 provides that
19 cases in which a receiver may be appointed include those where
20 claims between parties or other jointly owned or interest in
21 any property or fund and where it is shown that the property or
22 fund is in danger of being lost, removed or materially injured.
23 Pursuant to the membership interest purchase agreement,
24 CWNevada owns 65 percent of CWNV.

25 The dispensary licenses and NYE Natural licenses were

1 to have been transferred to CWNV substituted with CWNV1.
2 Clearly this receiver has an interest in CWNV and CWNV1 to
3 protect Mr. Bady and new Bady's self -- and NuVeda's
4 self-dealing demonstrate that the licenses are in danger of
5 being transferred.

6 Further, the complaint filed on August 10th by -- I
7 apologize for the pronunciation -- Valaia -- Valaias [phonetic]
8 against Dr. Bady and new Bady -- NuVeda expressly alleges an
9 agreement whereby Urban Leaf manages and controls certain
10 licenses, including those owned by Clark NMSD, Clark Natural
11 and NYE Natural. NuVeda has refused to provide an accounting,
12 and the only way it can be accomplished is to appoint a
13 receiver and include NuVeda.

14 In opposition, NuVeda argues that it doesn't own any
15 cannabis licenses; however, Your Honor, in court filings,
16 including on April 8th of 2020, NuVeda, LLC, filed a
17 supplement to NuVeda's (telephonic interference) for litigation
18 stay and opposition to receiver's motion to approve retention
19 of counsel sponsored by Bill Ivey and related matters, the
20 NuVeda supplement.

21 And also the NuVeda supplement states NuVeda is not
22 subject to an agreement to sell its licenses to a third party;
23 therefore, there is nothing to disclose.

24 And, further, on July 29th, 2020, NuVeda filed a
25 motion to dismiss or for summary judgment a NuVeda motion which

1 is currently scheduled for hearing on August 31st. The
2 NuVeda motion states NuVeda does not have an agreement to sell
3 cannabis licenses to third parties.

4 All these allegations, which have been addressed by
5 the receiver, should not serve as a basis for the injunction
6 requested. This is their position.

7 To the extent that NuVeda controls the licenses owned
8 by its subsidiaries, the injunction should apply to them as
9 well.

10 One key point in support of the injunction, Your
11 Honor, is after entering the membership interest purchase
12 agreement, the partnership between CWNevada and NuVeda remained
13 intact until the arbitration award was entered in favor of
14 4Front against CWNevada in the sum of four million, nine, and
15 change; and against NuVeda in the sum of three million, seven,
16 and change. That award was confirmed as a final judgment on or
17 about March 14th, 2019.

18 It is important for this Court to recognize that
19 during the arbitration with 4Front, CWNevada and NuVeda
20 (telephonic interference) stipulate --

21 THE COURT: Hey, guys. Keep it down. I'm in a
22 hearing.

23 Keep going, Mr. Mushkin.

24 MR. MUSHKIN: Oh, I'm sorry, Judge. I was --

25 THE COURT: No. I am not talking to you. I'm trying

1 to hear you, Mr. Mushkin. Keep going.

2 MR. MUSHKIN: I'm sorry, Your Honor.

3 The stipulation with 4Front on November 2nd, which
4 among other things, provided that the membership interest
5 purchase agreement was executed on December 6, 2015, and is
6 still in effect. The stipulation further provided that neither
7 NuVeda nor CWNevada had breached the membership interest
8 purchase agreement.

9 Presented for the first time is a letter from Wiley
10 Petersen purporting to terminate the membership interest
11 purchase agreement; however, it would not attach the required
12 notice or right to cure, and we don't know to the extent and if
13 there was a notice and to what extent it was cured.

14 Some of what will have to be fleshed out in
15 discovery, Judge, but given the propensity for self-dealing and
16 already being sued in another matter for failing to pay the
17 broker that put the deal with Urban Leaf together, there is a
18 risk for irreparable harm if an injunction is not entered.

19 With respect to Shane Terry's claims, Your Honor, we
20 will need to set aside the purchase agreement between he and
21 Mr. Padgett and then pursue his claims against NuVeda in
22 arbitration.

23 With respect to Mr. Ivey's claims, he has not
24 transferred his interest in NYE Natural and Clark Natural. So
25 he certainly enjoys a substantial likelihood of prevailing on

1 his claims.

2 The request for Mr. Biertsch to be appointed as
3 receiver over NuVeda, CWNV and CWNV1, and that Mr. Biertsch's
4 fees and expenses be paid for by NuVeda is consistent with all
5 that we have argued.

6 In conjunction with the receivership request, the
7 entry of a preliminary injunction prohibiting the transfer of
8 any licenses owned or controlled by NuVeda until such time as
9 the Court determines the ownership of each is more than
10 appropriate.

11 Thank you, Your Honor. I'd be happy to answer any
12 questions you might have.

13 THE COURT: None at the minute, Mr. Mushkin.
14 Mr. Stipp.

15 MR. STIPP: Judge Gonzalez?

16 THE COURT: Yes.

17 MR. STIPP: Okay. Your Honor, the complaint filed by
18 Mr. Coppedge on behalf of CWNevada, Shane Terry and Phil Ivey
19 has not been served on all the parties who are listed as
20 defendants in this action. The motion that was filed was not
21 served on any of the defendants who are listed as defendants in
22 the complaints (telephonic interference).

23 Hey, Joe, can you put your phone on mute. We can
24 hear you breathing, man. Thank you.

25 As the Court is well aware, the only party that's

1 appeared in this specific case is NuVeda, and we voluntarily
2 appeared. We did not receive and were not served with a
3 summons and a copy of the complaint. We did receive a copy of
4 the motion via Odyssey.

5 None of the -- none of the plaintiffs in this case
6 claim any interest in NuVeda. CWNV and CWNV1 were properly
7 dissolved, as we've briefed, Your Honor. We've attached a copy
8 of the operating agreements for those entities. Article XII of
9 the operating agreement expressly provides for the dissolution
10 of those entities in the event of a bankruptcy. The Court is
11 aware that CWNevada filed a Chapter 11 petition for bankruptcy.

12 NuVeda has been operating as the trustee for these
13 entities for quite some time, including in the appeal of the
14 temporary receivership order in the CIMA case. And, in fact,
15 the receiver's counsel has asked us to appear in other actions
16 where CWNV and CWNV1 are sued as defendants. Mr. Terry and
17 Mr. Ivey don't assert any claims in CWNV and CWNV1.

18 And, in fact, the Court has not made any
19 determination as to the propriety of dissolution of the entity
20 and entities and NuVeda's role as the trustee.

21 The real issue here, Your Honor, is that these
22 entities were serving as the operating entities for the joint
23 venture with NuVeda and CWNevada.

24 As the Court is aware, Mr. Padgett was the operating
25 partner. Mr. Padgett has the records as it relates to the

1 financial aspects of CWNV and CWNV1. CWNevada, Brian Padgett
2 and its related entities are not members of NuVeda, and the
3 joint venture agreement didn't provide any interest in NuVeda.

4 So in terms of providing an accounting, it's one of
5 the items that the plaintiffs have asked in this case occurs,
6 and we're happy to comply with that request. And when
7 discovery is open, we will be noticing the deposition of
8 Mr. Padgett and serving written discovery in the hopes of
9 actually getting records.

10 But the receiver knows that Mr. Padgett has not been
11 cooperative. And to attribute the failure of Mr. Padgett to
12 cooperate to Mr. Bady or any of the other members of NuVeda is
13 simply not proper.

14 If the Court notices, most of the allegations made in
15 support of the motion are by Shane Terry. Shane Terry's
16 allegations in support of its original causes of action against
17 NuVeda was dismissed in an arbitration. That dismissal has not
18 been set aside, and if it hasn't been set aside, then those
19 allegations and claims and causes of the actions shouldn't be
20 asserted now.

21 To the extent that Mr. Terry is seeking declaratory
22 relief, we've filed a motion for summary judgment and briefed
23 those matters, and we don't believe that his causes of action
24 will survive that motion.

25 As a result, none of the allegations by Mr. Terry

1 should be considered in this forum for purposes of the motion.
2 And to the extent that the Court is going to consider them, the
3 Court should consider that these causes of action will be
4 hopefully dismissed.

5 The Court should note the similarity between the
6 demand for arbitration and the allegations of self-dealing
7 contained therein, as of 2015 and the same allegations that are
8 being recycled in the papers and pleadings currently before the
9 Court.

10 NuVeda, CWNV, CWNV1 do not own any cannabis licenses.
11 We've never alleged to the contrary. So if neither of these
12 parties have any cannabis licenses, why -- why hasn't the
13 plaintiffs properly served the parties who do and sought the
14 appropriate relief.

15 We disagree. We think that the complaints and the
16 motions should tie out. The complaint and the motion certainly
17 doesn't. The complaint asks for a receivership over NuVeda.
18 CWNV and CWNV1 are not even parties to the action, and the
19 alleged subsidiaries of NuVeda have not been served. So
20 there's a number of procedural and substantive defects in the
21 motion before the Court.

22 In terms of the items that have been identified by
23 Mr. Mushkin, first, the dissolution of those entities is not a
24 violation of the receivership order. If it was a violation,
25 CWNevada could have at any point filed a motion before the

1 Court. There's no dispute that CWNevada has an interest in
2 CWNV and has an interest in CWNV1, but that's not the same as
3 having control through a receivership over -- order with
4 respect to those entities.

5 Certainly, if NuVeda identifies any assets, obtains
6 any books and records, to the extent that there's anything to
7 be distributed, it will be, and, but that process has not
8 occurred yet. So there's no evidence before the Court of any
9 violation of any receivership order.

10 As it relates to the supplement that was filed that
11 contains a lawsuit by purported brokers in connection with the
12 proposed deal with Urban Leaf and NuVeda, that complaint is not
13 before this Court. It certainly isn't relevant. Those brokers
14 aren't entitled to any money. There's no agreement to pay them
15 any money.

16 And as a matter of -- as a matter of fact, the deal
17 between NuVeda and the related parties, including Urban Leaf
18 was terminated by Urban Leaf based on the market and its
19 current capital structure in borrowing, it was unable to
20 perform under the agreement and withdrew from the Nevada
21 market. So that withdrawal from the Nevada market, that's not
22 NuVeda's issues. There's no agreement to disclose because all
23 of the agreements were affirmatively terminated by -- by Urban
24 Leaf. There's no commissions to be paid because there was no
25 agreement to pay commissions. And to the extent that there may

1 have been, which there's not, the agreement has been
2 terminated.

3 So, you know, what -- what the plaintiffs are trying
4 to do is take a bunch of facts, twist them, and then provide
5 them to the Court for the basis of issuing a decision. But the
6 Court should remember that this isn't evidence. These are
7 simply allegations.

8 Having a receiver over NuVeda where nobody has an
9 interest and over two entities that are dissolved and the
10 records related to those entities belonging to Brian Padgett,
11 that doesn't make sense to us.

12 Issuing an injunction as it relates to licenses that
13 NuVeda doesn't own, CWNevada -- CWNV doesn't own and CWNV1
14 doesn't own doesn't make a lot of sense.

15 And so for those reasons, Your Honor, we would ask
16 that the motion before the Court be denied.

17 THE COURT: Thank you.

18 Mr. Mushkin --

19 Oh, I'm sorry, Ms. Sugden, Mr. Slater, anything you
20 want to add?

21 MR. SLATER: Just observing.

22 MS. SUGDEN: No, Your Honor.

23 THE COURT: Mr. Mushkin.

24 MR. MUSHKIN: Your Honor, it's interesting. The
25 argument now is that Mr. Padgett has the records. So we don't

1 need a receiver to do an accounting. Yet in the next breath,
2 they're the trustee for the entities, and yet they don't have
3 records. It just defies all logic.

4 Bady takes advantage of the situation. The dismissal
5 was self-dealing. The confession of judgment was self-dealing.
6 Padgett's brief I don't -- the bottom line here, Judge, is
7 they've commingled.

8 NuVeda controls a series of entities that holds
9 licenses that were the subject matter of these transactions,
10 pure and simple. You do not own because you -- how can they
11 say they don't own the licenses? They control the entities.

12 They transferred the licenses into these entities.
13 This receiver should be able to look into this.

14 They admit that NuVeda has an interest. The receiver
15 should be able to look into it.

16 The fact that there was a deal itself to sell these
17 interests is the issue, not that they terminated it. And the
18 prior order of the Court in the prior case told them not to
19 transfer, not by way of injunction. When the prior injunction
20 was not granted, the Court said do not transfer.

21 Sorry for the background noise if you can hear it.

22 THE COURT: It's all right. Anything else?

23 MR. MUSHKIN: Thank you, Your Honor.

24 THE COURT: All right. The motion is denied.

25 The entities CWNV, LLC, and CWNV1 LLC are already

1 under the jurisdiction of the existing receiver. That
2 receivership action needs to do whatever you think is
3 appropriate related to this, Mr. Mushkin, since you are
4 representing that receiver, Mr. Melech.

5 With respect to Mr. Biertsch, you are welcome to have
6 him do any forensic accounting review that you would like, but
7 I am not going to have two receivers in this case.

8 MR. STIPP: Thank you, Your Honor.

9 THE COURT: All right. Anything else?

10 Be well.

11 MR. STIPP: No, Your Honor. Thank you.

12 THE COURT: Okay.

13 MR. MUSHKIN: That's clear enough, Judge. Thank you.

14 THE COURT: Thank you.

15 (Proceedings concluded at 12:29 p.m.)
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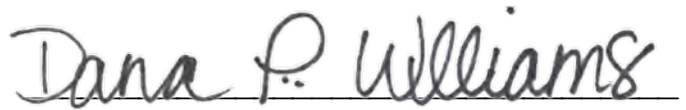
CERTIFICATION

I CERTIFY THAT THE FOREGOING IS A CORRECT TRANSCRIPT FROM THE AUDIO-VISUAL RECORDING OF THE PROCEEDINGS IN THE ABOVE-ENTITLED MATTER.

AFFIRMATION

I AFFIRM THAT THIS TRANSCRIPT DOES NOT CONTAIN THE SOCIAL SECURITY OR TAX IDENTIFICATION NUMBER OF ANY PERSON OR ENTITY.

DANA L. WILLIAMS
LAS VEGAS, NEVADA 89183

A handwritten signature in cursive script that reads "Dana L. Williams". The signature is written in dark ink and is positioned above a horizontal line.

DANA L. WILLIAMS, TRANSCRIBER

08/20/2020

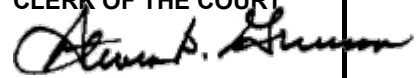
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<p>requested [1] 6/6</p> <p>required [1] 7/11</p> <p>respect [4] 7/19 7/23 12/4 15/5</p> <p>result [1] 10/25</p> <p>retention [1] 5/18</p> <p>review [1] 15/6</p> <p>right [5] 3/3 7/12 14/22 14/24 15/9</p> <p>rights [1] 4/1</p> <p>risk [1] 7/18</p> <p>role [1] 9/20</p>	<p>6/8 11/1 11/3 11/5 11/16 13/6 14/13 14/15</p> <p>shouldn't [1] 10/19</p> <p>shown [1] 4/21</p> <p>sic [1] 3/22</p> <p>similarity [1] 11/5</p> <p>simple [1] 14/10</p> <p>simply [2] 10/13 13/7</p> <p>since [1] 15/3</p> <p>situation [1] 14/4</p> <p>Slater [1] 13/19</p> <p>so [12] 3/14 3/15 4/16 7/24 10/4 11/11 11/19 12/8 12/21 13/3 13/15 13/25</p> <p>SOCIAL [1] 16/9</p> <p>some [2] 7/14 9/13</p> <p>sorry [4] 6/24 7/2 13/19 14/21</p> <p>sought [1] 11/13</p> <p>specific [1] 9/1</p> <p>sponsored [1] 5/19</p> <p>start [1] 3/17</p> <p>states [2] 5/21 6/2</p> <p>stay [1] 5/18</p> <p>still [2] 3/20 7/6</p> <p>STIPP [3] 2/3 3/11 8/14</p> <p>stipulate [1] 6/20</p> <p>stipulation [2] 7/3 7/6</p> <p>structure [1] 12/19</p> <p>stuff 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EXHIBIT “10”



TRAN

DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

NUVEDA LLC,)
)
Plaintiff,)
)
vs.)
)
4FRONT ADVISORS LLC,)
)
Defendant.)
)
AND RELATED PARTIES)

CASE NO. A-17-755479-B
DEPT NO. XI

**TRANSCRIPT OF
PROCEEDINGS**

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE

MONDAY, OCTOBER 19, 2020

**MOTION FOR AUTHORIZATION TO REINSTATE CWNV, LLC AND
CWNV1, LLC AND FOR LEAVE TO FILE AN AMENDED COMPLAINT**

**OPPOSITION TO MOTION TO REINSTATE CWNV AND CWNV1 AND FILE
FIRST AMENDED COMPLAINT AND COUNTERMOTION FOR RELATED
RELIEF**

SEE NEXT PAGE FOR APPEARANCES:

RECORDED BY: JILL HAWKINS, COURT RECORDER
TRANSCRIBED BY: JD REPORTING, INC.

APPEARANCES (ALL TELEPHONIC) :

FOR NUVEDA LLC: MITCHELL D. STIPP, ESQ.

FOR IVEY, TERRY, & MELACH: L. JOE COPPEDGE, ESQ.

FOR 4FRONT ADVISORS: BRADLEY T. AUSTIN, ESQ.

FOR VAN OYEN: CHARLENE RENWICK, ESQ.

FOR GROWTH OPPORTUNITIES,
FENN REVOCABLE TRUST,
MI-CW HOLDINGS,
MI-CW HOLDINGS 2,
HIGHLAND PARTNERS NV: WILLIAM R. URGAS, ESQ.

1 **LAS VEGAS, CLARK COUNTY, NEVADA, OCTOBER 19, 2020, 9:06 A.M.**

2 * * * * *

3 THE COURT: If I could go to my next case. This will
4 be NuVeda.

5 The receiver has a motion, and Mr. Stipp has a
6 countermotion.

7 MR. COPPEDGE: This is Joe Coppedge, Your Honor, for
8 the receiver, Shane Terry and Phillip Ivey, Your Honor.

9 THE COURT: Mr. Stipp, are you on the phone?

10 MR. STIPP: I am here, Your Honor.

11 THE COURT: All right. So, Mr. Coppedge, it's your
12 motion, Mr. Stipp's countermotion, and I got all of your briefs
13 and read them.

14 MR. COPPEDGE: Yes, Your Honor. This is our motion
15 to reinstate CWNV and CWNV1, but in further review of the
16 statutes, I think its more of a revival (indiscernible) speak
17 to both revival and reinstatement. But NRS 86.580 authorizes a
18 revival of a LLC when authorized by a Court of competent
19 jurisdiction, the managing members or a majority of its
20 members.

21 The Court has already determined that CWNV and
22 NV1 are under the authority of the receiver. As set forth in
23 our papers, Your Honor, it's our intention to move the Court
24 for operational control of dispensaries that should have been
25 transferred to CWNV and NV1. We believe it's better, Your

1 Honor, if they're reinstated.

2 We're mindful that they'll be subject to the cannabis
3 board, and we're kind of mindful that we believe it will be
4 important that they be (indiscernible) that purpose, Your
5 Honor.

6 With respect to the motion to amend, only NuVeda has
7 appeared in this case, Your Honor. I've advised Mr. Stipp that
8 we were going to be filing a motion to amend. I told him that
9 he did not need to answer the original complaint while we were
10 filing the motion.

11 With respect to the motion, Your Honor, it seems that
12 Mr. Stipp has an issue with Mr. Terry's claims, but there's
13 no -- there's no change with respect to Mr. Terry's claims.
14 They have not -- they've been dismissed by the Court, yet the
15 new claims are on behalf of the receiver and Mr. Ivey. And in
16 that sense I did not see any real objection, objections to
17 those claims, Your Honor.

18 And I can address, I guess, the -- Mr. Stipp's
19 countermotion, or I can wait, Your Honor.

20 THE COURT: All right. You can wait.

21 Mr. Stipp.

22 MR. STIPP: Okay. Good morning, Your Honor.

23 Certainly we're cognizant of the fact that the Court
24 has clarified that CWNV and CWNV1 are subject to the authority
25 of the receivership; however, it's not entirely clear on the

1 basis of the Court's determination what that means. The
2 Court's order did set forth that no determination was being
3 made as to the role of NuVeda as trustee for those respective
4 entities.

5 When the motion was filed by Mr. Coppedge, and the
6 Court will note this, there's -- there's no citation to any
7 authority at all for the basis of what Mr. Coppedge describes
8 as reinstatement of those two entities. And so for that
9 purpose, we analyzed the request under Chapter 86.276 dealing
10 with restatement.

11 Reinstatement, as this Court is well aware, simply
12 being a business court that it applies to defaulting companies,
13 companies that have failed to renew their annual list of
14 managers or members and their state business license. The
15 charter itself under the statute is just a right to transact
16 business. And so under that statute and that particular
17 subsection, it doesn't -- it doesn't cover dissolution.

18 With respect to the reply that was recently filed, we
19 pointed out rather than take responsibility for not, you know,
20 citing any authority, they indicate that we're somehow
21 misleading the Court, and that's just far from the case.

22 Chapter 86.580 deals with revival of charters, and
23 after five years, when an entity is in default, it cannot be
24 reinstated; however, under -- under Section 86.580 it can be
25 revived. Neither of these two sections in those limited

1 liability company acts address dissolution. The charters for
2 these respective entities were not revoked. They did not
3 expire. The entities were dissolved under -- pursuant to the
4 terms and conditions of their operating agreements.

5 This Court has recognized that NuVeda's role as
6 trustee for these entities, its actions may be valid, and the
7 only way in which we can determine whether the actions are
8 valid or not is by moving this case along into discovery and
9 ultimately to trial.

10 Our position would be, Your Honor, is that there's no
11 basis to, even if the statute provided for reinstatement or a
12 revival of the charter for an entity that's been dissolved,
13 i.e., wound down, (indiscernible) addressed and any assets
14 distributed, the purpose of -- for filing the motion was to
15 assert claims.

16 Well, you know, as this Court is aware, direct claims
17 can be asserted by CWNevada. Direct claims can be asserted by
18 CWNV, CWNV1. And derivative claims can be asserted. And so,
19 you know, we don't -- we don't think even for that purpose it
20 makes a lot of sense simply to ignore the terms and conditions
21 of the operating agreement and revive these entities in order
22 to assert claims that the statute very clearly provides can be
23 asserted either directly or derivatively.

24 As it relates to the amended complaint, you know,
25 we've made our position very clear that the original complaint

1 is based substantially on the facts and allegations of
2 Mr. Terry, many of which were resolved in the arbitration in
3 the sister case that was -- that was supervised by this Court.

4 This Court, as a courtesy to Mr. Terry, provided him
5 90 days to seek relief from the American Arbitration
6 Association as it relates to his matters. I haven't been
7 contacted, and I'm not aware of any communications to the
8 American Arbitration Association on those issues.

9 It would seem to me to be -- not the appropriate step
10 to amend the complaint, including those same allegations that
11 are subject to dismissal or summary judgment. Our position
12 would be that, you know, those claims and allegations are still
13 precluded under Nevada law. And so amending the complaint in
14 fact relies substantially on the allegations of Mr. Terry would
15 be imprudent and improper under the circumstances.

16 There's a secondary case that's also pending. It's
17 Case Number A-19-796300-B. That's Mr. Terry's separate case
18 against Brian Padgett and his affiliated entity. It appears
19 based on the reply of Mr. Coppedge that they're consenting to
20 that case being dismissed and closed. And so, you know, our
21 position would be, Your Honor, is that we've -- before there's
22 any amendment to the complaint and reassertion of claims that
23 Mr. Terry's causes of actions are finally ruled upon in our
24 pending motion to dismiss, slash, summary judgment.

25 They do raise two additional items that have already

1 been addressed by the Court. If the Court recalls, the motion
2 was filed on an order shortening time claiming some emergency
3 because of the alleged deal that NuVeda entered into with Urban
4 Leaf some time ago and also a separate litigation claim from a
5 broker claiming to be entitled to compensation.

6 Both of those matters were before the Court when the
7 Court previously ruled on the receiver, Mr. Terry and
8 Mr. Ivey's request for an injunction against transfer of assets
9 and also for the request of the second receiver in this case.
10 The Court was very clear there would not be another receiver.
11 And yet -- and the injunction was denied. Yet the proposed
12 first amended complaint again asks for an injunction, asks for
13 a receiver and further requests specifically for a constructive
14 trust.

15 So if the Court has ruled on those issues
16 particularly and considered the fact that were in support of
17 their requests by Mr. Coppedge, there isn't a basis to reassert
18 those claims or causes of actions, and so we would say in
19 addition to the matters that are subject to dismissal, which
20 are based on Mr. Terry's claim that these additional requests
21 for relief were already decided by the Court.

22 Certainly Mr. -- Dr. Bady in connection with NuVeda
23 would like to continue his role as the valid trustee for these
24 entities under Chapter 86. That rule is statutory.

25 There's a current appeal pending before the Nevada

1 Supreme Court that is ready to be briefed. The Nevada Supreme
2 Court has provided NuVeda 30 days to get further clarification
3 from this Court that it has the appropriate power and authority
4 to proceed. We believe we have that authority regardless of
5 the prior Court's determination of NuVeda -- of the receiver's
6 authority over these matters pursuant to the receivership
7 order, but we thought, out of respect for the Court and proper
8 protocol, that we would seek clarification so that we don't
9 unintentionally run into a violation of this Court's order.

10 To the extent that the Court is going to agree and
11 allow Mr. Terry's complaint to be amended pending the motion
12 for summary judgment and dismissal, we've raised an issue about
13 Mr. Terry's partnership and business transactions as it relates
14 to the Folium and the prior security of Folium as it relates to
15 Mr. Terry's claims that were resolved in the arbitration
16 matter. And so if that's going to occur and the Court is going
17 to allow them to amend and move forward, our position would be
18 is that Folium on the basis of the amended and restated
19 personal guarantee and security agreement that Folium is a
20 necessary party and should be joined.

21 THE COURT: Thank you, Mr. Stipp.

22 MR. STIPP: Thank you, Your Honor.

23 THE COURT: Mr. Coppedge.

24 MR. STIPP: Yes, Your Honor. Just a few points.

25 And, one, I apologize, Your Honor, if a -- I think working

1 remotely there was a reference to NRS 86.580 in the original
2 motion that got deleted in some fashion, but that does not
3 change the fact that the receiver who has control over CWNV,
4 NV1 is authorized to reinstate or revive those entities. And
5 again we believe that it's -- when we asked for control of the
6 dispensaries, we believe it would be subject to the approval of
7 the cannabis board, and we believe it's important that they be
8 reinstated for that purpose, Your Honor.

9 To address Mr. Stipp's arguments with regard to the
10 motion to amend briefly, Your Honor, again, he's focused on
11 claims or facts asserted by Mr. Terry as a reason to deny the
12 motion. We have not changed those claims. We have not changed
13 those assertions, the facts, Your Honor. Those have not been
14 dismissed at this point in time. You did not hear -- what you
15 didn't hear is you didn't hear any real objection to amending
16 the claims, the proposed claims on behalf of the receiver and
17 on behalf of Mr. Ivey, Your Honor.

18 With respect to adding Folium as a party, Your Honor,
19 Mr. Stipp only knows of the Folium guarantee because of his
20 prior representation of Mr. Terry. That's going to be a
21 problem for Mr. Stipp, and the Court should take note that he's
22 raising that here.

23 With respect to this motion though, NuVeda does not
24 explain how Folium is indispensable or to which claims for
25 relief that it relates, whether it be a defendant or a

1 plaintiff. Regardless, Your Honor, in this case, the agreement
2 is for a lien on the proceeds of litigation. The loan secured
3 by the Folium guarantee has been paid. There is no default,
4 and thus there's no reason to join Folium as a party in this
5 action, Your Honor.

6 And with regard to the case that Mr. Stipp raised,
7 that's the case that Mr. Stipp filed on behalf of Mr. Terry
8 against BCP 7 and Mr. Padgett. We have no objection to that
9 being dismissed provided that it's without prejudice, Your
10 Honor.

11 THE COURT: All right. Thank you.

12 Mr. Stipp, anything else?

13 MR. STIPP: Well, I just want to just note for the
14 record that, you know, I'm confident in my position as it
15 relates to my professional responsibility and ethics. Nothing
16 was done in this specific instance that violated contractual or
17 a statutory obligation on my part.

18 I just want to note though that the fact that
19 Mr. Terry is concerned about the disclosure of documents that
20 he both views as attorney-client privilege, well, that's one
21 issue, but it doesn't change the fact that the document exists
22 and encumbers his interest, and he never gives (indiscernible)
23 to the Court and misrepresents the facts and circumstances
24 regarding that particular loan. And so, you know, while I
25 understand he is concerned about issues of confidentiality, to

1 the extent he wants to address those matters at the State Bar,
2 I'm happy to address them, and I'm happy to address them with
3 Mr. Coppedge outside of the purview of this Court.

4 Mr. Coppedge indicated that we don't have any other
5 issues with respect to the claims in the first amended
6 complaint other than Mr. Terry's issues. That's not true. We
7 just talked about the issues of an injunction, the issues of a
8 receivership, all our claims that are reasserted in the amended
9 complaint. And so just because Mr. Terry's claims are the same
10 doesn't mean that the complaint should be filed. If there's a
11 motion that's subject -- if there's a pending motion to dismiss
12 or enter summary judgment as it relates to all of his claims,
13 then, from my perspective, allowing the amendment on those same
14 claims would be -- would be improper.

15 And we would like to get an update as to Mr. Terry's
16 interactions with the American Arbitration Association. Our
17 position would be is that we would be copied on all those
18 communications, and since we haven't received any and haven't
19 been contacted by the American Arbitration Association, we
20 don't believe he's doing anything. And if that's the case,
21 we're really wasting a lot of time, money and effort on matters
22 that don't need the attention of this Court and are simply
23 stalling and preventing us from moving the case forward into
24 the discovery and getting a final resolution.

25 THE COURT: Thank you.

1 MR. STIPP: That's all I have, Your Honor.

2 THE COURT: Thank you, Mr. Stipp.

3 The motion is granted in part.

4 The receiver may revive CWNV, LLC and CWNV1, LLC.

5 Until the revival is processed, Dr. Brady will continue to act
6 as trustee for those entities because someone has to act for
7 those entities until the revival occurs.

8 Once the revival occurs, I assume the receiver will
9 appoint someone to manage the entities since, arguably, the
10 receiver has the majority interest.

11 If you disagree with that, Mr. Stipp, you may object
12 at that time.

13 With respect to the countermotion, the Court denies
14 that. There is no basis to add Folium as an entity in this
15 case.

16 Anything else?

17 (No audible response.)

18 THE COURT: Bye.

19 MR. COPPEDGE: Can I -- I did not hear the motion to
20 amend. I apologize, Your Honor.

21 THE COURT: The motion to amend is granted except as
22 to Mr. Terry.

23 MR. COPPEDGE: So we have not changed anything with
24 Mr. Terry, Your Honor. So how does that work, I guess?

25 THE COURT: So I'm not going to sit here and listen

1 to an update about what's going on with AAA because I only get
2 my courtroom until 10:00 o'clock. So I don't have time to do
3 that, but I assume that you're doing something about Mr. Terry,
4 or I'm going to hear this summary judgment and grant it. I'm
5 not there today.

6 To the extent you are seeking any amendments that
7 include Mr. Terry, it's denied.

8 With respect to Mr. Ivey and the receiver, it's
9 granted.

10 MR. STIPP: Thank you, Your Honor.

11 THE COURT: Bye.

12 MR. COPPEDGE: Thank you, Your Honor.

13 (Proceedings concluded at 9:25 a.m.)
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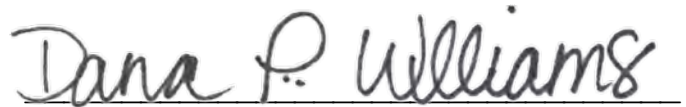
CERTIFICATION

I CERTIFY THAT THE FOREGOING IS A CORRECT TRANSCRIPT FROM THE AUDIO-VISUAL RECORDING OF THE PROCEEDINGS IN THE ABOVE-ENTITLED MATTER.

AFFIRMATION

I AFFIRM THAT THIS TRANSCRIPT DOES NOT CONTAIN THE SOCIAL SECURITY OR TAX IDENTIFICATION NUMBER OF ANY PERSON OR ENTITY.

DANA L. WILLIAMS
LAS VEGAS, NEVADA 89183

A handwritten signature in cursive script that reads "Dana L. Williams". The signature is written in dark ink and is positioned above a horizontal line.

DANA L. WILLIAMS, TRANSCRIBER

10/27/2020

DATE

A-17-755479-B Nuveda LLC, Plaintiff(s)
vs.
4Front Advisors LLC, Defendant(s)

February 01, 2021 09:00 AM Plaintiff's Renewed Motion for Order to Show Cause on Order Shortening Time

HEARD BY: Gonzalez, Elizabeth COURTROOM: RJC Courtroom 03E

COURT CLERK: Romea, Dulce

RECORDER: Hawkins, Jill

REPORTER:

PARTIES PRESENT:

John J. Savage	Attorney for Receiver
Louis E. Humphrey III	Attorney for Intervenor, Other
Mitchell D. Stipp	Attorney for Plaintiff, Third Party Plaintiff
William R. Urga	Attorney for Intervenor

JOURNAL ENTRIES

APPEARANCES CONTINUED: Attorney Linvel J. Coppedge for Phillip Ivey, Shane Terry, and Dotan Melech.

Parties appeared by telephone.

Following arguments by Mr. Coppedge and Mr. Stipp, COURT ORDERED, CAUSE HAS BEEN SHOWN that Nuveda has violated the Court's orders to the extent that Nuveda went beyond reviving the entities. The Court will SET a hearing for contempt related to actions that occurred after the revival specifically the merger into the new entities.

Court inquired about discovery that the parties will need. Mr. Stipp advised that they will need to take the Receiver's deposition and that there will likely be some minimal written discovery, including communications by Mr. Savage to the Nevada Secretary of State and Ms. Michelle Briggs. Mr. Coppedge advised his side will also need some written discovery and will need to depose Mr. Bady. COURT ORDERED, written discovery requests will have a 15-day response period. Court will ALLOW the depositions of the Receiver and Mr. Bady, LIMITED to 2 hours total time for each. All of the discovery needs to be completed within 21 days. Contempt Hearing SET on Monday, March 1, 2021 at 1 pm.

2-12-21 CHAMBERS STATUS CHECK: JOINT STATUS REPORT ON EVIDENTIARY HEARING

2-22-21 9:00 AM NEVADA WELLNESS CENTER, LLC'S MOTION TO SPECIALLY APPEAR AND TO LIFT STAY TO ALLOW DEPOSITION OF DOTAN Y. MELECH REGARDING VALUE OF RECREATIONAL MARIJUANA DISPENSARY LICENSE...EX PARTE APPLICATION FOR TEMPORARY RESTRAINING ORDER, MOTION FOR PRELIMINARY INJUNCTION, AND REQUEST FOR ORDER SHORTENING TIME ON HEARING FOR PRELIMINARY INJUNCTION [RESCHEDULED FROM SUB CASE]

3-1-21

1:00 PM

SHOW CAUSE HEARING

From: Joe Coppedge

Sent: Monday, February 8, 2021 10:16 AM

To: Harris, Chricy LC <dept11lc@clarkcountycourts.us>; Kutinac, Daniel
<KutinacD@clarkcountycourts.us>

Cc: Mitchell Stipp <mstipp@stiplaw.com>

Subject: Case No. A-17-755479-B - Renewed Motion for Order to Show Cause

On February 4, counsel for Dr. Bady unilaterally noticed the deposition of the Receiver to take place on Tuesday, February 9 at 10:00 a.m. in person. Multiple parties, including the Receiver and the undersigned counsel have significant health concerns about appearing for a deposition in person and have requested that the 2 hour deposition take place via video. Dr. Bady has declined. Given the urgency of this matter, the undersigned respectfully requests a brief conference call with the court to resolve the manner and timing of the Receiver's deposition, as well as the date of the evidentiary hearing. Thank you in advance.

Joe

L. Joe Coppedge
Mushkin & Coppedge
6070 S. Eastern Ave., Suite 270
Las Vegas, Nevada 89119
Tel. No. (702) 454-3333
Dir. No. (702) 386-3942
Fax No. (702) 454-3333

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Attachments: [Notice of Deposition-Dotan Melech-2.4.21-eServed.pdf](#)
[Email dated February 2 2021.pdf](#)
[Emails with Joe Coppedge-2.2-2.8.pdf](#)

From: Mitchell Stipp <mstipp@stiplaw.com>
Sent: Monday, February 8, 2021 10:37 AM
To: Joe Coppedge <jcoppedge@mccnvlaw.com>
Cc: Harris, Chricy LC <dept11lc@clarkcountycourts.us>; Kutinac, Daniel <KutinacD@clarkcountycourts.us>
Subject: Re: Case No. A-17-755479-B - Renewed Motion for Order to Show Cause

At the hearing on February 1, 2021, the receiver for CWNevada requested an expedited evidentiary hearing on contempt. The court set a discovery schedule and a hearing (March 1, 2021). I contacted Mr. Coppedge regarding Dr. Bady's surgery (given depositions and the hearing date) on February 2, 2021. **He did not respond** but instead served written discovery on February 4, 2021. We connected via telephone on February 5, 2021, but the receiver refused to accommodate Dr. Bady's medical needs unless we stipulated to conducting depositions and the evidentiary hearing via alternative means. We do not agree to the receiver's demands.

The notice of deposition was properly made by NuVeda (not Dr. Bady). Mr. Coppedge confirmed that he and the receiver are available. While I understand that Mr. Coppedge and the receiver have preferences, the current administrative orders in place (21-01 and 20-17/20-24) permit in-person depositions and non-jury evidentiary hearings/trials. NuVeda is prepared to move forward with the receiver's deposition on February 9, 2021 as noticed and the hearing on March 1, 2021. Dr. Bady will not be present for the hearing. However, NuVeda will designate a substitute PMK.

The email below does not provide good cause for intervention of the court.

Mitchell Stipp
Law Office of Mitchell Stipp



(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stiplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144

Website: www.stiplaw.com

On Mon, Feb 8, 2021 at 10:15 AM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

On February 4, counsel for Dr. Bady unilaterally noticed the deposition of the Receiver to take place on Tuesday, February 9 at 10:00 a.m. in person. Multiple parties, including the Receiver and the undersigned counsel have significant health concerns about appearing for a deposition in person and have requested that the 2 hour deposition take place via video. Dr. Bady has declined. Given the urgency of this matter, the undersigned respectfully requests a brief conference call with the court to resolve the manner and timing of the Receiver's deposition, as well as the date of the evidentiary hearing. Thank you in advance.

Joe

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MITCHELL D. STIPP, ESQ.
Nevada Bar No. 7531
LAW OFFICE OF MITCHELL STIPP
1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144
Telephone: 702.602.1242
mstipp@stippplaw.com
Attorneys for NuVeda, LLC

IN THE EIGHTH JUDICIAL DISTRICT COURT OF THE STATE OF NEVADA
IN AND FOR THE COUNTY OF CLARK

NUVEDA, LLC, a Nevada Limited Liability
Company; and CWNEVADA LLC, a Nevada
Limited Liability Company,

Plaintiffs,

v.

4FRONT ADVISORS LLC, foreign limited
liability company, DOES I through X and ROE
ENTITIES, II through XX, inclusive,

Defendants.

AND RELATED MATTERS.

Case: A-17-755479-B

Consolidated Cases:
A-19-791405-C, A-19-796300-B, and A-20-
817363-B

Dept. No.: 11

PLEASE TAKE NOTICE that Mitchell Stipp, Esq., of the Law Office of Mitchell Stipp, which represents NuVeda, LLC, will take the deposition of Dotan Y. Melech, the Court-appointed receiver over CWNevada, LLC, a Nevada limited liability company, on **Tuesday, February 9, 2021, at 10:00 a.m.** at the offices of Mr. Stipp, located at 1180 N. Town Center Drive, Suite 100, Las Vegas, Nevada 89144, in-person and upon oral examination, pursuant to Rule 30 of the Nevada Rules of Civil Procedure, before a court-reporter which is authorized by law to administer oaths.

///

///

///

1 Dated: February 4, 2021

2 **LAW OFFICE OF MITCHELL STIPP**

3 */s/ Mitchell Stipp*

4 _____
5 MITCHELL D. STIPP, ESQ.
6 Nevada Bar No. 7531
7 1180 N. Town Center Drive, Suite 100
8 Las Vegas, Nevada 89144
9 Telephone: 702.602.1242
10 mstipp@stipplaw.com
11 *Attorneys for NuVeda, LLC*

12 **CERTIFICATE OF SERVICE**

13 I HEREBY CERTIFY that on the 4th day of February, 2021, I served the foregoing using the
14 Court's E-filing system, which provided notice to the e-service participants registered in this case:
15

16 By: */s/ Amy Hernandez*

17 _____
18 An employee of the Law Office of Mitchell Stipp
19
20
21
22
23
24
25
26
27
28

From: Mitchell Stipp <mstipp@stiplaw.com>
To: PDF <pdfconvert@pdfconvert.me>
Subject: Fwd: NOTICE TO RESCHEDULE EVIDENTIARY HEARING ON 3/1/21
Date: Mon, 8 Feb 2021 10:20:57 -0800



Mitchell Stipp

Law Office of Mitchell Stipp
(O) 702.602.1242 | (M) 702.378.1907 |
mstipp@stiplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144

Website: www.stiplaw.com

----- Forwarded message -----

From: Mitchell Stipp <mstipp@stiplaw.com>
Date: Tue, Feb 2, 2021 at 12:53 PM
Subject: NOTICE TO RESCHEDULE EVIDENTIARY HEARING ON 3/1/21
To: Joe Coppedge <jcoppedge@mccnvlaw.com>

Joe--

I spoke to Dr. Bady. He would prefer in-person depositions. Dr. Bady would also like the hearing to be in-person. It is not clear from the court's order whether the evidentiary hearing is scheduled to be in-person or the time set aside for that matter. We need clarification.

Dr. Bady will be having surgery on 2/23/21 in CA. There is a follow up procedure also scheduled within 7-10 days. The earliest Dr. Bady will be in Las Vegas is March 2. However, he will not be able to participate in an evidentiary hearing for several weeks. This will also impact depositions and response time for written discovery.

From our call yesterday, I understand that you will not participate in depositions or the hearing in-person. While I have the same concerns caused by COVID-19 (due to my son's medical issues), my clients' preferences unfortunately trump that.

Give the above, I think we should move the hearing to April/May. There is not an emergency which requires completion of the hearing by March 1.

Let's discuss when you return to the office tomorrow.

**Mitchell Stipp**

Law Office of Mitchell Stipp

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mstipp@stiplaw.com

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Las Vegas, Nevada 89144

Website: www.stiplaw.com

CALIFORNIA ORTHOPAEDIC SPECIALISTS

360 San Miguel Drive, Suite #701
Newport Beach, California 92660
949-759-3600 Fax 949-759-5017

- ☐ Ralph J. Venuto, M.D.
☐ Michael P. Weinstein, M.D.
☐ Scott K. Forman, M.D.

- ☐ Nicholas E. Rose, M.D.
☐ Stephen A. Mikulak, M.D.
☒ Theodore K. Gregorius, M.D.

☐ Inpatient ☒ Outpatient

1. Your preoperative exam is on N/A at _____ in the doctor's office.

2. Your surgery is scheduled on 2/23/21 at:

- ☐ Hoag Orthopedic Institute 949-727-5010 16250 Sand Canyon Avenue Irvine
☐ Newport Plaza Surgical Center 949-515-1040 1901 Newport Boulevard #120 Costa Mesa
☐ Hoag Orthopedic Institute Surgery Center 949-515-0708 22 Corporate Plaza #150 Newport Beach
☒ Hoag Surgery Center Irvine 949-577-9600 16405 Sand Canyon Ave #100 Irvine

3. Your arrival time will be given ☐ at your preoperative appointment in our office.
☒ After 12 pm one business day prior. The surgery center will contact you.

4. You must have preoperative tests done **PRIOR** to surgery. Please take your orders with you at the time of your testing. If your surgery is at Hoag Orthopedic Institute, the pre-op screening coordinator will be calling to set up your testing. Most of your testing needs to be done within 30 days prior to surgery and must be done at one of the labs listed below. You may also require a clearance if you have any underlying medical conditions or if any of your lab work comes back abnormal. You are responsible for making sure you have the appropriate clearances in place otherwise your surgery may get cancelled.

- ☐ Hoag Health Center: 16305 Sand Canyon Avenue Irvine OR
☐ Hoag Health Center: 510 Superior Avenue #140 Newport Beach
☒ BMP ☒ CBC ☒ EKG ☐ UA ☐ PT ☐ Type & Screen ☐ MRSA ☒ Other: COVID
☐ Tests not required
☐ Clearance is required from your physician. Please make an appointment with the physicians listed below at least 3 days after labs are completed. We will fax a clearance request letter to their office with your EKG and labs.

5. Stop aspirin and/or anti-inflammatory medications such as Advil, Excedrin, Motrin, Aleve or any Ibuprofen products 7 days prior to surgery. If you are taking blood thinning medications such as Coumadin, Xarelto, Eliquis, Pradaxa or Arixtra you will need to discuss with your physician when to discontinue prior to surgery. Tylenol products are ok to use. Due to significant health risk, please discontinue all herbal/over the counter medications at least 7 days prior to surgery. Please inform the doctor of all medications you are taking as far in advance as possible.

6. Take your insurance card and photo identification card with you to the surgical facility on the day of your surgery.

7. Your postoperative exam is on 3/01/21 at 8:20 a.m.

I have or will read all the information in the surgery packet. I agree to comply with ALL the instructions. I realize that failure to comply with these instructions could cause my surgery to be canceled.

Patient or guardian signature: _____ Date: _____

Pejman Bady

RA 406



Mitchell Stipp <mstipp@stipplaw.com>

Re: FW: Deposition/Evidentiary Hearing

1 message

Mitchell Stipp <mstipp@stipplaw.com>

Mon, Feb 8, 2021 at 9:37 AM

To: Joe Coppedge <jcoppedge@mccnvlaw.com>

Joe-

I reviewed the administrative orders issued by the court (including Adm. Order 2021-01 and Adm. Orders 2020-17 and -24). In-person depositions may be conducted after July 1, 2020 (Page 7 of Adm. Order 2020-17). With respect to bench trials/evidentiary hearings, they are permitted to proceed in-person as of February 1, 2021 (Page 3 of Adm. Order 2021-01). Accordingly, the in-person deposition will proceed tomorrow for the receiver.

**Mitchell Stipp**

Law Office of Mitchell Stipp

(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stipplaw.com

Address: 1180 N. Town Center Drive, Suite 100

Las Vegas, Nevada 89144

Website: www.stipplaw.com

On Mon, Feb 8, 2021 at 9:25 AM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

Mitch,

I left a voice message earlier this morning. Let me know where we stand with respect to the procedures and scheduling for depositions and the hearing as soon as you can. If we can't reach an agreement, we'll have no choice but to file a motion for a protective order. We hope that will not be necessary.

Joe

L. Joe Coppedge

Mushkin & Coppedge

6070 S. Eastern Ave., Suite 270

Las Vegas, Nevada 89119

Tel. No. (702) 454-3333

Dir. No. (702) 386-3942

Fax No. (702) 454-3333

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RA 407

From: Joe Coppedge
Sent: Friday, February 5, 2021 1:16 PM
To: Mitchell Stipp <mstipp@stipplaw.com>
Subject: RE: Deposition/Evidentiary Hearing

Mitch,

As I mentioned, I was out of the office Wednesday and Thursday, and did not speak to the Receiver about these issues until this morning. It was not my intent to send a message with the written discovery. I was able to work on the requests for production remotely. The court ordered that discovery be completed by February 22 with a 15 day response time for written discovery. This means that any written discovery had to be served by today to be timely. It's really as simple as that. There was certainly nothing nefarious about serving the written discovery. With respect to the urgency of this matter, we can simply agree to disagree on that.

Joe

L. Joe Coppedge

Mushkin & Coppedge

6070 S. Eastern Ave., Suite 270

Las Vegas, Nevada 89119

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From: Mitchell Stipp <mstipp@stipplaw.com>
Sent: Friday, February 5, 2021 1:03 PM
To: Joe Coppedge <jcoppedge@mccnvlaw.com>
Subject: Re: Deposition/Evidentiary Hearing

I appreciate the reply. I will review and advise. I communicated regarding Dr. Bady's medical procedure on Tuesday, February 2. Your office's response to my email was a request for production of documents. I even supplied medical records in support to confirm the date of Dr. Bady's surgery, the location of the surgery (CA), and his follow up appointment (which happens to be on the date of the scheduled hearing). As indicated in my prior email, I noted Dr. Bady may require a further procedure in the interim (between the surgery date and follow up appointment). I have not received and did not request confirmation from you or the receiver of family medical health concerns.

While I appreciate the offer to move the hearing 7 days, that does not address depositions or written discovery. Your offer is also conditional. When dealing with these issues, it is usually my experience that attorneys and parties cooperate (especially on a matter which are delicate like health/safety). There is no emergency in this case.

**Mitchell Stipp**

Law Office of Mitchell Stipp

(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stiplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144**Website:** www.stiplaw.com

On Fri, Feb 5, 2021 at 12:09 PM Joe Coppedge <jcoppedge@mccnvlaw.com> wrote:

Mitch,

To clarify, similar to both yours and my personal situation, the Receiver also has a sensitive family health matter that limits his ability to travel at this time. As you have not asked about the medical procedure Dr. Bady is undergoing, I have not asked about the Receiver's personal situation either. I trust both parties are being candid about their respective health concerns. Being mindful of recent revelation of Dr. Bady's upcoming medical procedure, I proposed the following: that the two hour depositions of the Receiver and Dr. Bady be taken via Zoom or other video means. The Receiver is available by video on February 9, 11, 16 and 18, preferably in the mornings. The Receiver can appear by video on February 9 so you do not lose your deposit. I have my second vaccination shot at 11:30 on February 16, so if his deposition is that day, it will need to be early. I requested that Dr. Bady's deposition be scheduled for February 22. Although we did not discuss a time, I can take his deposition early that day if he needs to travel for his medical procedure. Although neither of us knows the medical procedure that Dr. Bady is undergoing, I offered to continue the hearing one week to March 8 provided that date is available on the court's calendar. I don't care whether the hearing is in person or not, but as an additional compromise, I offered that we would agree Dr. Bady can appear by video at the hearing. I believe the above is a good faith compromise given the current circumstances and multiple health concerns on both sides. Please let me know Dr. Bady's position as soon as possible.

In the meantime, below is the agreed protocol we used for Zoom depositions in another case. Let me know if you have any comments. It is a copy and paste without additional edits, so some of the language might not be applicable.

1. The remote depositions will be taken via Zoom or by video in a court reporter's office or other designated location in the city where the deponent lives.
2. If taken via Zoom,
 - a. the court reporter may place the witness under oath remotely;
 - b. the witness will be alone in a room with a plain background (i.e., no awards or photographs on display in the background); and
 - c. the witness will avoid any potential distractions to obtaining a clear record, such as children, pets, etc.

3. Since the witness will have access to a computer and/or other electronic devices during the deposition, the witness will not research the answers to any questions and there will be no communication between the witness and any other person, including counsel, during the examination portion of the deposition. Examining counsel may inquire into the substance of a communication between a witness and an attorney during a break in accordance with the standards set forth in *Coyote Springs Investment, LLC v. Brightsource Energy, Inc.*

4. Exhibits: if taken via Zoom, hard copies of the exhibits will be provided to the witness either the day of or the day before the deposition in a sealed package. The witness will open the sealed package immediately before the deposition on video. If taken at a court reporter's office, the court reporter will be provided the exhibits in advance of the deposition and will manage the presentation of the exhibits to the witness. Counsel will be provided exhibits either electronically at the start of the deposition or by hard copy the day of or day before in a sealed package. If a hard copy is provided to counsel, counsel will open the sealed package immediately before the deposition on video.

Joe

L. Joe Coppedge

Mushkin & Coppedge

6070 S. Eastern Ave., Suite 270

Las Vegas, Nevada 89119

Tel. No. (702) 454-3333

Dir. No. (702) 386-3942

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From: Mitchell Stipp <mstipp@stiplaw.com>
Sent: Friday, February 5, 2021 11:17 AM
To: Joe Coppedge <jcoppedge@mccnlaw.com>
Subject: Deposition/Evidentiary Hearing

Thank you for taking my call. I understand that the receiver does not want to appear for his deposition in person. I have already booked the court reporter and conference room. The cost of the conference room is not refundable. I understand that you want to proceed forward with the evidentiary hearing using alternative means. We prefer it to be in person. You communicated that the receiver is only willing to continue the hearing on March 1 for 7 days to accommodate Dr. Bady's surgery if we agree that depositions and hearing are done using alternative means. This matter is not an emergency, and we do not understand the receiver's unwillingness to accommodate.

I will speak to my client on these issues and get back to you.

Mitchell Stipp

RA 410



Law Office of Mitchell Stipp

(O) 702.602.1242 | (M) 702.378.1907 | mstipp@stiplaw.com

Address: 1180 N. Town Center Drive, Suite 100
Las Vegas, Nevada 89144

Website: www.stiplaw.com

From: Joe Coppedge

Sent: Monday, February 8, 2021 10:39 AM

To: Kutinac, Daniel <KutinacD@clarkcountycourts.us>; Mitchell Stipp <mstipp@stipplaw.com>; 'jsavage@nevadafirm.com' <jsavage@nevadafirm.com>

Cc: Harris, Chricy LC <dept11lc@clarkcountycourts.us>; Romea, Dulce <RomeaD@clarkcountycourts.us>; Hawkins, Jill <HawkinsJ@clarkcountycourts.us>

Subject: RE: Case No. A-17-755479-B - Renewed Motion for Order to Show Cause

I can be available at that or any time today.

Joe

L. Joe Coppedge
Mushkin & Coppedge
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From: Kutinac, Daniel <KutinacD@clarkcountycourts.us>

Sent: Monday, February 8, 2021 10:38 AM

To: Joe Coppedge <jcoppedge@mccnvlaw.com>; Mitchell Stipp <mstipp@stipplaw.com>; 'jsavage@nevadafirm.com' <jsavage@nevadafirm.com>

Cc: Harris, Chricy LC <dept11lc@clarkcountycourts.us>; Romea, Dulce

<RomeaD@clarkcountycourts.us>; Hawkins, Jill <HawkinsJ@clarkcountycourts.us>

Subject: RE: Case No. A-17-755479-B - Renewed Motion for Order to Show Cause

Will counsel be available for a Conference Call at 11:45a.m. today?

Thank You, Stay Safe & Healthy.

Dan Kutinac, JEA, Dept XI



From: Joe Coppedge [<mailto:jcoppedge@mccnvlaw.com>]

Sent: Monday, February 8, 2021 10:16 AM

To: Harris, Chricy LC; Kutinac, Daniel

Cc: Mitchell Stipp

Subject: Case No. A-17-755479-B - Renewed Motion for Order to Show Cause

[NOTICE: This message originated outside of Eighth Judicial District Court -
- DO NOT CLICK on links or open attachments unless you are sure the content
is safe.]

On February 4, counsel for Dr. Bady unilaterally noticed the deposition of the Receiver to take place on Tuesday, February 9 at 10:00 a.m. in person. Multiple parties, including the Receiver and the undersigned counsel have significant health concerns about appearing for a deposition in person and have requested that the 2 hour deposition take place via video. Dr. Bady has declined. Given the urgency of this matter, the undersigned respectfully requests a brief conference call with the court to resolve the manner and timing of the Receiver's deposition, as well as the date of the evidentiary hearing. Thank you in advance.

Joe

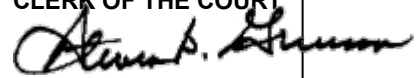
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MITCHELL D. STIPP, ESQ.
Nevada Bar No. 7531
LAW OFFICE OF MITCHELL STIPP
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Las Vegas, Nevada 89144
Telephone: 702.602.1242
mstipp@stiplaw.com
Attorneys for NuVeda, LLC

DISTRICT COURT

CLARK COUNTY, NEVADA

NUVEDA, LLC, a Nevada Limited Liability
Company; and CWNEVADA LLC, a Nevada
Limited Liability Company,

Plaintiffs,

v.

4FRONT ADVISORS LLC, foreign limited
liability company, DOES I through X and ROE
ENTITIES, II through XX, inclusive,

Defendants.

Case No.: A-17-755479-B

Consolidated With: A-19-791405-C,
A-19-796300-B, A-20-817363-B, and
A-21-827473-W

Dept. No.: XI

AND RELATED MATTERS

STATUS REPORT REGARDING CONTEMPT HEARING

NuVeda, LLC, appearing by and through its counsel of record, Mitchell Stipp of the Law Office of Mitchell Stipp, submits the following Status Report regarding the Contempt Hearing scheduled for April 5, 2021 at 2pm. Dotan Y Melech, the Court-appointed receiver over CWNevada, LLC, a Nevada limited liability company (the "Receiver"), Shane Terry ("Terry") and Phillip D. Ivey ("Ivey"), by and through their counsel of record, L. Joe Coppedge of the law firm of Mushkin & Coppedge, will file a separate report.

Procedural Issues:

1. The Receiver, Terry and Ivey filed a motion for an order to show cause, which was heard by the court in chambers on or about December 18, 2020. The minutes from the chambers

1 hearing are as follows:

2 The Court, having reviewed the request for an Order to Show Cause,
3 the countermotion, and the related briefing and being fully
4 informed, DENIES both motions. As the Receiver has not yet
5 submitted the revival application to the Secretary of State in hard
6 copy, the Court declines to take any action at this time. **If a denial**
7 **is made by the Secretary of State's Office the Court may take other**
8 **actions related to the subject matter of the Order to Show Cause.**
9 Counsel for the Receiver is directed to submit a proposed order
10 approved by opposing counsel consistent with the foregoing within
11 ten (10) days and distribute a filed copy to all parties involved in this
12 matter. Such order should set forth a synopsis of the supporting
13 reasons proffered to the Court in briefing. This Decision sets forth
14 the Court's intended disposition on the subject but anticipates further
15 order of the Court to make such disposition effective as an order.

16 (emphasis added). The Receiver, Ivey and Terry have not prepared an order for review, approval
17 and entry.

18 2. The Receiver, Ivey and Terry filed a second motion for an order to show cause,
19 which was heard by the court on or about February 1, 2021. The minutes from the hearing are as
20 follows:

21 Following arguments by Mr. Coppedge and Mr. Stipp, COURT
22 ORDERED, CAUSE HAS BEEN SHOWN that Nuveda has
23 violated the Court's orders to the extent that **Nuveda went beyond**
24 **reviving the entities.** The Court will SET a hearing for contempt
25 related to actions that occurred **after the revival specifically the**
26 **merger into the new entities.**

27 (emphasis added). The Receiver, Ivey and Terry have not prepared an order for review, approval
28 and entry.

29 3. The Receiver, Ivey and Terry contend that Dr. Pejman Bady and NuVeda are
30 subject to the court's minute order to show cause and contempt proceedings. The court's order
31 as reflected in the minutes does not support their position. In any event, Dr. Bady has not
32 appeared in this matter. While served with a copy of the initial complaint, Dr. Bady together
33 with the other defendants (excluding Brian Padgett and BCP 7, LLC) have an open extension of
34 time to respond. The Receiver and Ivey have not amended their complaint as previously approved

1 by the court.

2 4. The second motion for an order to show cause does not specify the order(s) alleged
3 to be violated. The minutes from the hearing on February 1, 2021 also do not indicate what
4 specific order(s) were alleged to be violated. NuVeda believes that the order at issue is the order
5 filed on November 24, 2020 regarding authorization to revive CWNV, LLC and CWNV1, LLC.
6 The Receiver, Terry, and Ivey contend that Dr. Bady and NuVeda violated this order and other
7 receivership orders. As a matter of due process, NuVeda is entitled to notice of the order alleged
8 to have been violated.

9 **Discovery:**

- 10 1. The deposition of the Receiver was taken on February 9, 2021 via Zoom.
- 11 2. Written discovery was propounded by the Receiver, Terry, and Ivey on February
12 4, 2021.
- 13 3. Written discovery was propounded by NuVeda on February 5, 2021.
- 14 4. The Receiver, Terry and Ivey requested an extension from NuVeda to provide its
15 responses to written discovery until March 2, 2021. NuVeda agreed in exchange
16 for extending the deadline for NuVeda to respond to written discovery to the same
17 date and vacating the deposition of Dr. Bady.
- 18 5. Discovery ended on February 22, 2021. The parties have not made any initial
19 disclosures of witnesses or documents.
- 20 6. The Receiver, Terry and Ivey desire to take Dr. Bady's deposition via Zoom on or
21 before the evidentiary hearing at a mutually convenient day and time. NuVeda
22 agreed not to oppose. However, Dr. Bady needs to be personally served with
23 process for his deposition.

24 ///

25 ///

26 ///

27 ///

28 ///

1 Given the matters above, NuVeda does not anticipate that the contempt hearing presently
2 scheduled for April 5, 2021 should proceed.

3
4 Dated this 26th day of February, 2021
5 LAW OFFICE OF MITCHELL STIPP

6 /s/ Mitchell Stipp
7 MITCHELL D. STIPP, ESQ.
8 Nevada Bar No. 7531
9 1180 N. Town Center Drive, Suite 100
10 Las Vegas, Nevada 89144
11 Attorneys for NuVeda, LLC

**DISTRICT COURT
CLARK COUNTY, NEVADA**

Other Business Court Matters

COURT MINUTES

March 01, 2021

A-17-755479-B	Nuveda LLC, Plaintiff(s)
	vs.
	4Front Advisors LLC, Defendant(s)

March 01, 2021 3:00 AM Minute Order

HEARD BY: Gonzalez, Elizabeth **COURTROOM:** Chambers

COURT CLERK: Carina Bracamontez-Munguia/cbm

RECORDER:

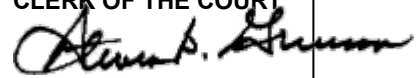
REPORTER:

**PARTIES
PRESENT:**

JOURNAL ENTRIES

- Court reviewed status reports from Mr. Coppedge and Mr. Stipp. Current April 5, 2021 for the Contempt proceeding STANDS. Parties to provide a joint status report on completion of Dr. Bady's deposition by March 18, 2021. Matter SET for Status Check regarding scheduled Contempt Proceeding April 5, 2021 on March 19, 2021 chambers.

CLERK'S NOTE: A copy of the above minute order was distributed to all parties.//cbm 03/01/2021



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IN THE EIGHTH JUDICIAL DISTRICT COURT OF THE STATE OF NEVADA
IN AND FOR THE COUNTY OF CLARK

NUVEDA, LLC, a Nevada Limited Liability
Company; and CWNEVADA LLC, a Nevada
Limited Liability Company,

Plaintiffs,

v.

4FRONT ADVISORS LLC, foreign limited
liability company, DOES I through X and ROE
ENTITIES, II through XX, inclusive,

Defendants.

AND RELATED MATTERS.

Case: A-17-755479-B

Consolidated Cases:
A-19-791405-C, A-19-796300-B, and A-20-
817363-B

Dept. No.: 11

**STATUS CHECK AND REQUEST FOR
RELATED RELIEF**

Date of Hearing: March 19, 2021
Time of Hearing: Chambers

NuVeda, LLC, a Nevada limited liability company ("NuVeda"), by and through counsel of record, Mitchell Stipp, Esq., of the Law Office of Mitchell Stipp, hereby files the above-referenced motion on order shortening time.

This filing is based on the papers and pleadings before the court, the memorandum of points and authorities that follows, and the exhibits attached hereto or filed separately and incorporated herein by this reference.

///

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///

1 DATED this 10th day of March, 2021.

2
3 **LAW OFFICE OF MITCHELL STIPP**

4 /s/ Mitchell Stipp, Esq.

5 MITCHELL STIPP, ESQ.

6 Nevada Bar No. 7531

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12 *Attorneys for NuVeda, LLC*

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[NOTICE OF TELEPHONIC HEARING FOLLOWS]

1
2 **NOTICE OF TELEPHONIC HEARING**
3

4 TO: ALL INTERESTED PARTIES AND THEIR COUNSEL OF RECORD
5

6
7 PLEASE TAKE NOTICE that the **STATUS CHECK AND RELATED RELIEF** will
8 be heard at a telephonic hearing on **SHORTENING TIME** on March _____, 2021 at
9 _____ rather than on the court's chambers calendar set for March 19, 2021.
10

11
12 DATED this _____ day of March 2021.
13

14 _____
15 District Court Judge
16
17
18

19 DATED this 10th day of March, 2021.
20

21 **LAW OFFICE OF MITCHELL STIPP**
22

23 /s/ Mitchell Stipp, Esq.
24 MITCHELL STIPP, ESQ.
25 Nevada Bar No. 7531
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**DECLARATION OF MITCHELL STIPP IN SUPPORT
OF REQUEST FOR TELEPHONIC HEARING ON
SHORTENED TIME**

The undersigned, Mitchell Stipp, certifies to the court as follows:

1. I am counsel for NuVeda, LLC, a Nevada limited liability company (“NuVeda”), in the above referenced case.
2. In the event the court elects not to consider this status report and request for relief on its chambers calendar on March 19, 2021, NuVeda respectfully requests the matter be heard at a telephonic hearing on shortened time.
3. NuVeda has submitted a request via email on March 5, 2021 for the court to hear this matter on shortened time, but NuVeda has not received any response from the court.
4. The evidentiary hearing is scheduled for April 5, 2021 at 1pm.

Dated: March 10, 2021

/s/ Mitchell Stipp

Mitchell D. Stipp, Esq.

1
2 **MEMORANDUM OF POINTS AND AUTHORITIES**
3

4 **1. Order to Show Cause fails to Comply with NRS 22.030(2).**
5

6 CWNevada, LLC, a Nevada limited liability company (“CWNevada”), by and through Dotan
7 Melech, the court-appointed receiver (the “Receiver”), Shane Terry, and Phil Ivey have filed two (2)
8 motions for orders to show cause regarding the revival of predecessors-in-interest to CWNV LLC
9 (“Predecessor CWNV”) and CWNV1 LLC (“Predecessor CWNV1,” and together with Predecessor
10 CWNV, “Predecessor Entities”). One of the motions was denied via minute order on December 18,
11 2020, and the other motion filed on January 21, 2021 was granted. Orders have not been entered by
12 the court on these motions.

13
14 NRS 22.030(2) states that “[i]f a contempt is not committed in the immediate view and presence
15 of the court or judge at chambers, an affidavit must be presented to the court or judge of the facts
16 constituting the contempt.” See Awad v. Wright, 106 Nev. 407, 409-10, 794 P.2d 713, 715 (1990)
17 (concluding that to be sufficient, the affidavit is required to demonstrate a prima facie case of contempt
18 against the opposing party), abrogated on other grounds by Pengilly v. Rancho Santa Fe Homeowners
19 Ass'n, 116 Nev. 646, 650, 5 P.3d 569, 571 (2000). The motion for an order to show cause which the
20 court granted on February 1, 2021 is not supported by an affidavit or declaration, which demonstrates
21 a prima facie case of contempt by Dr. Pejman Bady or NuVeda of any order of the court.¹ The motion
22 filed on January 21, 2021 contains a declaration of Joe Coppedge, Esq., counsel for the Receiver and
23 Messrs. Terry and Ivey, requesting an *order shortening time*. That declaration does not allege Dr.
24 Bady or NuVeda violated any court orders. In fact, paragraph 20 of Mr. Coppedge’s declaration clearly
25 admits the following:
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27
28

¹ As previously noted, Dr. Bady was not served with the motion.
NuVeda's Motion Page 005

20. Due to the continuing urgency of this matter, and the demonstrated potential for NuVeda and/or Dr. Bady to disobey court orders and transfer assets, Plaintiffs respectfully request that this matter be heard on an order shortening time at the court's earliest availability.

I declare under penalty of perjury that the foregoing is true and correct.

DATED this 20th day of January, 2021.

/s/L. Joe Coppedge
L. JOE COPPEDGE, ESQ.

According to Mr. Coppedge's view, Dr. Bady and NuVeda actions amounted to a "potential . . . to disobey court orders". The motion does include a declaration of Kandy Halsey (paralegal at Holly Driggs) as part of Exhibit 3, but it only details the failure by the Receiver to revive the Predecessor Entities as of December 29, 2020. The court at the hearing on February 1, 2021 determined that revival by Dr. Bady as manager of NuVeda on January 15, 2021 was not a violation of the court's order. However, the court issued an order to show cause why NuVeda should not be held in contempt related to actions after the revival of the Predecessor Entities (specifically the mergers). Neither the court nor the Receiver and Messrs. Terry and Ivey explain how or why the mergers constitute a violation of any orders of the court. Accordingly, the order to show cause is not supported under NRS 22.030(2).

2. Status of Evidentiary Hearing/Proceedings.

The parties filed status reports as required by the court, and the court issued a minute order confirming that the evidentiary hearing remains scheduled for April 5, 2021 at 1pm. NuVeda has served initial disclosures and produced almost **1,300 pages** of documents in connection with written discovery. The deposition of the receiver has been completed (See **Exhibit A**).² The parties are working to schedule Dr. Bady's deposition for March 19, 2021. See **Exhibit B**. In the meantime, the Receiver and Messrs. Terry and Ivey are supplementing their deficient discovery responses, which the Receiver and Messrs. Terry and Ivey have promised by March 8, 2021. See **Exhibit C**.³ **NuVeda encourages the court to review the deposition transcript of the Receiver.** It appears the Receiver has done very little to represent the stakeholders of CWNevada and investigate the claims of creditors of

² A deposition transcript may be used for any purpose as described in NRCP 32(a).

³ The receiver has committed perjury by denying that the receivership is insolvent in answers to requests for admissions. See **Exhibit C**, page 373. During the weekly creditor meeting held on March 3, 2021 via Zoom, the receiver informed the group that the receivership estate **has always been, is and will continue to be insolvent**. John Savage, Esq. can confirm the Receiver's statements. *Id.* at page 363-367.

CWNebraska (including NuVeda). Apparently, the Receiver does not have a grasp of CWNebraska's actual obligations under the joint venture (and whether CWNebraska performed) and the events that occurred prior to his appointment, relied on documents which he cannot identify or remember reviewing, admitted to denying NuVeda's proof of claim based on events (i.e., confession of judgment) which did not occur until many months after the claim was summarily rejected,⁴ and ignores actual evidence and documents publicly available (including in CWNebraska's bankruptcy), which undermine the Receiver's position as it relates to NuVeda.

3. Merger Cannot be Terminated.

NRS 92A.175 provides as follows:

NRS 92A.175 Termination of planned merger, conversion or exchange after filing of articles. After a merger, conversion or exchange is approved, at any time after the articles of merger, conversion or exchange are filed but before an effective date specified in the articles which is later than the date of filing the articles, the planned merger, conversion or exchange may be terminated in accordance with a procedure set forth in the plan of merger, conversion or exchange by filing articles of termination pursuant to the provisions of [NRS 92A.240](#).

The effective date of the mergers was January 15, 2021. The mergers were not conditional. Accordingly, the mergers **cannot** be terminated under NRS 92A. The Nevada Supreme Court has determined that civil contempt is remedial in nature, as the sanctions are intended to benefit a party by coercing or compelling the contemnor's future compliance, not punishing them for past bad acts. Rodriguez v. Dist. Ct., 120 Nev. 798, 805 (Nev. 2004) (citations omitted). Moreover, a civil contempt order is indeterminate or conditional; the contemnor's compliance is all that is sought and with that compliance comes the termination of any sanctions imposed. Id. If the merger cannot be terminated, civil contempt is not appropriate.

As part of the motion filed on January 21, 2021 (pages 10-11), the Receiver and Messrs. Terry and Ivey ask the following from the court as sanctions for civil contempt:

⁴ NuVeda believes other creditor claims have been denied without any basis. The Receiver yields the power to approve, deny or settle a claim outside of the view of this court. If a creditor objects or disagrees, the Receiver will not grant the creditor a favorable result (forcing the creditor to litigate).

15 NuVeda's and Dr. Bady's continuing willingness to violate this Court's orders is
16 conclusively documented. Based on the foregoing, Plaintiffs respectfully request that this Court
17 issue an order to show cause why NuVeda and Dr. Bady should not be held in contempt for
18 violating this Court's orders, and following such hearing, that an appropriate sanction, including
19 an award of attorney's fees, be issued until NuVeda and Dr. Bady comply with this Court's orders.
20 As a part of such order, Plaintiffs respectfully request: (i) that NuVeda and Dr. Bady be required
21 to cease all actions that interfere with the Receiver's ability to revive CWNV and CWNV1; (ii)
22 that Mr. Melech, in his capacity as Receiver be approved to act as the manager of CWNV and
23 CWNV1; (iii) that this Court remove any authority that NuVeda and/or Dr. Bady has to act on
24 behalf of CWNV and CWNV1; (iv) that NuVeda and/or Dr. Bady be required to dissolve the new
25 entities bearing the same name as CWNV and CWNV1 so that such entities may be revived
26 without further delay; (v) that the any and all agreements purporting to transfer and/or merge the
27 assets from CWNV and CWNV1 to the new entities bearing the same name be voided; and (vi)
28 that this Court affirm that the assets of CWNV and CWNV1 are under the exclusive authority of

l the Receiver.

Addressing the items above in order, the Predecessor Entities cannot be revived because the
mergers cannot be terminated. The Receiver cannot serve as manager of the Predecessor Entities
because they are permanently dissolved via the mergers. Dr. Bady and NuVeda do not have any
current role with respect to the Predecessor Entities (i.e., they are dissolved). Dissolving the surviving
entities of the merger does not allow the Predecessor Entities to be revived. Voiding any
transfer/assignment agreements accomplishes nothing because the surviving entities are entitled to the
assets and assume the liabilities as a matter of law. There is no mechanism to grant the Receiver
authority over any assets of the Predecessor Entities because the surviving entities are not parties to
this case.

**4. If the evidentiary hearing proceeds, NuVeda elects to have the matter heard by an
alternative district court judge.**

NRS 22.030(3) provides as follows:

3. Except as otherwise provided in this subsection, if a contempt is not
committed in the immediate view and presence of the court, the judge of the court
in whose contempt the person is alleged to be shall not preside at the trial of the

contempt over the objection of the person. The provisions of this subsection do not apply in:

(a) Any case where a final judgment or decree of the court is drawn in question and such judgment or decree was entered in such court by a predecessor judge thereof 10 years or more preceding the bringing of contempt proceedings for the violation of the judgment or decree.

(b) Any proceeding described in subsection 1 of [NRS 3.223](#), whether or not a family court has been established in the judicial district.

The court determined at the hearing on February 1, 2021 that the actions of NuVeda after the revival of the Predecessor Entities on January 15, 2021 are the basis for the order to show cause and hearing on contempt. The mergers occurred outside of the view and presence of the court. Neither of the exceptions in sub-paragraphs (a) or (b) apply. Accordingly, NuVeda objects to this court presiding over the evidentiary hearing.

5. Actual Evidence Confirms No Violation of Court Orders.

NuVeda believes the evidence will show that CWNevada's interest in the Predecessor Entities was terminated at the time it filed for chapter 11 bankruptcy protection (April 16, 2019—Case No. 19-12300-MKN/Chapter 11, United States Bankruptcy Court, District of Nevada). Under the operating agreements for these Predecessor Entities, bankruptcy is a withdrawal event, which triggers the dissolution of the companies unless the members agree to continue their business. The termination of CWNevada's membership interests in and dissolution of the Predecessor Entities occurred prior to the appointment of the Receiver in Case No. A-18-773230-B (June 13, 2019) ("CIMA Case"), as amended by the order in Case No. A-17-755479-C (June 26, 2019) ("Receivership Action") and again in the Receivership Action on July 10, 2019.

The order in the CIMA Case is a temporary order, which was replaced by the orders in the Receivership Action. The order in the CIMA Case included CWNV, LLC (one of the Predecessor Entities) as part of the receivership estate. The first order in the Receivership Action permanently appointed the Receiver but clarified that the estate consisted only of CWNevada and its assets. The second order in the Receivership Action re-appointed the Receiver and clarified that the estate consisted of CWNevada and all of its assets including ownership interests of CWNevada in any subsidiaries and affiliated entities (expressly including interests in CWNV, LLC (one of the

Predecessor Entities)).

CWNV, LLC (one of the Predecessor Entities) was subject to receivership between June 13, 2019 and June 26, 2019—thirteen (13) days. CWNevada’s membership interests in the Predecessory Entities were subject to receivership as of June 13, 2019. However, the Predecessor Entities were dissolved, and membership interests were terminated effective, as of April 16, 2019—two (2) months **before** CWNevada became subject to receivership. This court has issued other orders in this case related to the Predecessor Entities. At a hearing on August 18, 2020, the court announced that the Predecessor Entities were already under the “jurisdiction of the Receiver.” See Order filed on September 25, 2020 (paragraphs 5 and 6). Upon NuVeda’s motion for clarification, the court determined that the Receiver “has authority over the entities in which CWNevada was the majority interest holder.” Id. (paragraph 7). However, the court expressly determined that actions taken by NuVeda as purported trustee “may ultimately be determined to be valid.” Id.

The court granted the Receiver permission to apply to the Nevada Secretary of State to revive the Predecessor Entities in accordance with NRS 86.580. See Order filed on November 24, 2020 (paragraph 1).⁵ Until the Predecessor Entities were revived, the court determined that Dr. Bady as manager of NuVeda “shall continue to act as trustee for [the Predecessor Entities].” Id. (paragraph 2). Predictably, the Receiver contended he had “exclusive authority” over the Predecessor Entities, and Dr. Bady as manager of NuVeda continued to assert his statutory authority as trustee under NRS 86.541(2).

The Receiver was unable to complete the revival of the Predecessor Entities. The Receiver blames Dr. Bady and NuVeda. However, the evidence is clear that he failed to complete the NVSOS

⁵ Apparently, the Receiver believes that the word “may” is vague and ambiguous. See Exhibit C, pages 373-374. Compare with the Receiver’s deposition testimony (Exhibit A, page 013). At his deposition, the Receiver seemed to understand the term “may.” However, in written discovery, the Receiver is confused. This answer is almost as bad as President Bill Clinton claiming not to understand the definition of “is” in his deposition for which he was ultimately disbarred. How can NuVeda be guilty of contempt of the court’s order on revival if the Receiver thinks the word “may” is simply too confusing to understand its plain meaning?

1 applications properly but had ample time and resources to do so. Dr. Bady as manager of NuVeda--
2 trustee of the Predecessor Entities-- revived the entities in accordance with NRS 86.580 on or about
3 January 15, 2021. Although the motion failed to comply with NRS 22.030(2), the court issued an order
4 to show cause why NuVeda should not be held in contempt related to actions after the revival of the
5 Predecessor Entities (specifically the mergers).

6
7 What about the mergers constitutes a violation of the orders of the court? CWNevada did not
8 own any membership interests in the Predecessor Entities. If CWNevada disputes that, then
9 CWNevada can pursue its rights and remedies. There is no law to support the Receiver reviving
10 dissolved limited liability companies in which CWNevada does not have any interest. The order
11 permitting the Receiver to revive the Predecessor Entities is not an exclusive mandate to do so. If
12 NuVeda's revival of the Predecessor Entities on January 15, 2021 does not violate any orders of the
13 court, then there cannot be a violation of any court order as a result of the mergers. The Predecessor
14 Entities were revived, Dr. Bady was the manager appointed by NuVeda, and NuVeda was the sole
15 member of those entities. The court must remember that CWNevada's membership interests in the
16 Predecessor Entities was terminated before the receivership.

17
18 **6. NuVeda is entitled to due process.**
19

20 The Receiver and Messrs. Terry and Ivey filed a complaint on June 30, 2020, which was
21 assigned to Department 13. NuVeda's complaint was pending in Department 1. The claims order
22 approved by this court in the Receivership Action required the disputes between the parties to be
23 adjudicated in the pending litigation (paragraph 24 of Order filed on January 2, 2020). The Receiver
24 answered NuVeda's complaint in Department 1 but asked this court to consolidate the matters in the
25 Receivership Action, which the court granted notwithstanding the process approved by the court. The
26 Receiver and Messrs. Terry and Ivey asked the court to amend their complaint after the court denied
27 the request for a receiver and preliminary injunction, and the court granted leave to the Receiver and
28

Mr. Ivey on October 19, 2020 to file an amended complaint. To date (four (4) months later),⁶ no amended complaint has been filed. The Receiver and Messrs. Terry and Ivey have not provided initial disclosures or conducted an early case conference. There is no discovery schedule or trial set. NuVeda and its affiliates have an open extension of time but plan to answer, assert counter and third-party claims when the amended complaint is filed. In the meantime, the Receiver and Messrs. Terry and Ivey are obsessed with taking over the dispensaries licensed to Clark NMSD LLC.

The stated purpose by the Receiver for seeking the court's approval to revive the Predecessor Entities is as follows:

11. The Receiver, on behalf of CWNV and CWNV1 intends to file a motion with the Court to assume operational control of the North Las Vegas Dispensary and Downtown Dispensary, the licenses for which were to have been transferred to CWNV (substituted with CWNV1) pursuant to the MIPA and subsequent related agreements in order to preserve such assets for the Receivership Estate.

See Motion, filed on October 5, 2020 (page 5). If the court granted permission to revive the Predecessor Entities without an evidentiary hearing or trial, NuVeda assumes the court intends to grant the Receiver "operational control" over the dispensaries though the Predecessor Entities without an evidentiary hearing or trial. However, the dispensaries are owned by 2113 Investors, LLC (which is not a party to this action), and leased to Clark NMSD, LLC. The Cannabis Compliance Board recognizes the owners of the marijuana licenses through Clark NMSD LLC as Dr. Bady, Pouya Mohajer, and Joseph Kennedy. There are no facts or law that would permit the Receiver simply to "take over" these operating businesses simply by allowing the Receiver to "revive" the Predecessor Entities. The fact that the court allowed the Receiver to apply to revive these entities based on this stated purpose is concerning. CWNevada breached the joint venture agreement with NuVeda, and the joint venture was terminated. See Exhibit D. The receivership estate is undeniably insolvent. The Cannabis Compliance Board will not approve of the Receiver through CWNevada operating

⁶ It has been almost nine (9) months since the Receiver and Messrs. Terry and Ivey have filed their initial complaint.
NuVeda's Motion Page 012

1 dispensaries licensed to Clark NMSD LLC. The breaches, failure to cure and termination are subject
2 to discovery and a trial. It appears in this case that the Receiver and Messrs. Terry and Ivey are putting
3 the cart before the horse (especially in light of the Receiver's actual work to investigate these matters
4 before filing a complaint).⁷

5
6 NuVeda would like the court to set a telephonic hearing to consider the matters above.
7 During this hearing, NuVeda would request the court vacate its order to show cause, vacate the
8 evidentiary hearing on contempt, and set a deadline for the Receiver and Mr. Ivey (not Mr. Terry) to
9 amend and file their complaint.⁸ If the court still believes an evidentiary hearing on contempt is still
10 necessary, then the matter should be assigned to another district court judge per NRS 22.030(3).

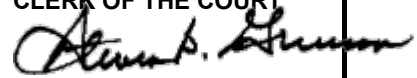
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12 **LAW OFFICE OF MITCHELL STIPP**

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14 */s/ Mitchell Stipp, Esq.*

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24 *Attorneys for NuVeda, LLC*

25
26
27 ⁷ Messrs. Terry and Ivey do not have any interest or claims to Clark NMSD LLC.

28 ⁸ As the court has been informed, NuVeda intends to file a writ petition to the Nevada Supreme Court regarding the denial of its motion for dismissal/summary judgment with respect to Mr. Terry's claims. The claims by the Receiver and Mr. Ivey rely on the factual allegations of Mr. Terry.



TRAN

DISTRICT COURT
CLARK COUNTY, NEVADA
* * * * *

NUVEDA LLC,)
)
Plaintiff,)
)
)
vs.)
)
)
4FRONT ADVISORS LLC,)
)
)
Defendant.)
)
AND RELATED CASES AND PARTIES)

CASE NO. A-17-755479-B,
A-19-791405-C,
A-19-796300-B,
A-20-817363-B
DEPT NO. XI

**TRANSCRIPT OF
PROCEEDINGS**

BEFORE THE HONORABLE ELIZABETH GONZALEZ, DISTRICT COURT JUDGE
WEDNESDAY, MARCH 17, 2021

**MOTION FOR STATUS CHECK AND RELATED RELIEF ON ORDER
SHORTENING TIME**

APPEARANCES:

FOR NuVEDA: MITCHELL D. STIPP, ESQ.

FOR PHILLIP D. IVEY: L. JOE COPPEDGE, ESQ.

RECORDED BY: JILL HAWKINS, COURT RECORDER
TRANSCRIBED BY: JD REPORTING, INC.

1 **LAS VEGAS, CLARK COUNTY, NEVADA, MARCH 17, 2021, 8:59 A.M.**

2 * * * * *

3 THE COURT: So if I could start with NuVeda since I
4 have both of you.

5 Mr. Stipp, you requested a hearing. And one of the
6 requests you're making is that I assign the contempt proceeding
7 to another Judge. I have a question before I ask you for your
8 argument. You ready?

9 MR. STIPP: Yes, ma'am.

10 THE COURT: Why didn't you ask me that before, on
11 February 22, I granted the request to continue the hearing?

12 MR. STIPP: Your Honor, at the time it wasn't clear
13 to me whether or not we could make that objection at that time.

14 THE COURT: Okay. It's your motion, Mr. Stipp.

15 MR. STIPP: Thank you so much.

16 Your Honor, I'll be brief because I'm certain that
17 the Court has reviewed the briefing in this matter. We just
18 wanted to identify (video interference) the hearing a number of
19 issues that have arisen or still remain unresolved. We've
20 argued to the Court that there isn't an affidavit in compliance
21 with NRS 22.0302 that supports the original motion for an order
22 to show cause.

23 We detailed very specifically in our motion, and
24 while Mr. Coppedge has responded in his opposition, our reply
25 details that, you know, the issue that appears to be of concern

1 to the Court and really is the only issue that would be subject
2 to the contempt proceedings is the merger.

3 We believe that there is a gap in knowledge between
4 what the Court is aware and what the parties are aware as
5 opposed to CWNevada's membership interest in the predecessor
6 entities.

7 And so we wanted to be clear and indicate to the
8 Court that if CWNevada didn't own any membership interest in
9 the entities and NuVeda was the sole member and had (video
10 interference) was the result of the bankruptcy which
11 constituted a withdrawal event. These events occurred prior to
12 the receivership orders. And so while we're still struggling
13 to determine what specific orders NuVeda may not have complied
14 with, it's clear now that, you know, the mergers are the only
15 issues. So if the mergers are the only issues and CWNevada
16 doesn't have any membership interest in those entities, we're
17 not sure what the purpose of the evidentiary hearing would be.

18 We've also indicated to the Court in terms of
19 briefing that the effect of the merger can't be undone. The
20 merger wasn't contingent, and we disclosed and provided, you
21 know, copies of the articles of merger, plan of merger to the
22 receiver. So if the merger can't be undone, even if there's an
23 order that the receiver and his partners could point to, we're
24 still not sure whether or not, you know, contempt is the
25 appropriate mechanism to address these issues.

1 We've complied with our discovery obligations. We've
2 responded to discovery. We've disclosed almost 1300 pages of
3 documents. The receiver and Misters Terry and Ivey have not
4 complied with their discovery obligations. There's
5 supplemental discovery responses that remain outstanding that
6 have not been provided to NuVeda for these purposes.

7 We think that the, you know, if the Court's intention
8 in consolidating this matter is the receivership action was for
9 purposes of efficiency and to avoid inconsistent orders, we're
10 just concerned that, you know, we're not able to move forward
11 as it relates to the actual complaint on file or the proposed
12 amended complaint that the receiver intends to file.

13 We think that if there's open discovery and matters
14 related thereto, if upon the exchange of that information
15 evidence is determined to actually support the, you know, the
16 intended motion of the receiver, it can be addressed at that
17 time.

18 Scheduling an evidentiary hearing for purposes of
19 contempt when there doesn't appear to be any violation of any
20 order of the Court, in order to set up a future motion by the
21 receiver to take over dispensaries that are owned by a party,
22 not a party to this case and licensed to (telephonic
23 interference), which hasn't even answered, seems to be putting
24 the cart before the horse.

25 And, you know, it's our view that, you know, we're

1 not -- NuVeda is not trying to avoid discovery or participation
2 in the litigation process. In fact, it's been pushing, as the
3 Court's aware, since April of last year to lift the stay so
4 that we could proceed. But we're not able to proceed because,
5 you know, we've been litigating the last four to six months
6 over the receiver's desire to provide predecessor entities in
7 which CWNevada doesn't own any interest.

8 If the Court still believes that an evidentiary
9 hearing on contempt should remain, you know, NuVeda has the
10 right, and there's no restriction in the statute as it relates
11 to the matter that would prevent NuVeda from objecting and
12 having the actual hearing heard by another District Court
13 Judge.

14 And so on the basis of the (video interference) and
15 oral argument today, if the Court still believes there's a
16 basis to have a contempt proceeding, we would like the Court to
17 identify the specific order that's at issue.

18 And, number two, we would ask that the matter be
19 assigned to another District Court Judge to preside over.

20 Thank you, Your Honor.

21 THE COURT: Thank you.

22 Mr. Coppedge.

23 MR. COPPEDGE: Yes, Your Honor.

24 This is nothing more than, you know, more attempts
25 (telephonic interference) to obstruct and delay. As the Court

1 is aware, we provided the declaration of Ms. Halsey (phonetic),
2 a paralegal for the Holley Driggs law firm, which sets forth in
3 detail the efforts that she made to revive CWNV and CWNV1.

4 We also included my declaration, Your Honor, which
5 includes email correspondence to and from Mr. Stipp as well as
6 the documents that were filed with the Secretary of State's
7 office, which showed that Dr. Bady and NuVeda has revived those
8 entities after blocking us from doing it under a slightly
9 different name. They had merged those entities, and then they
10 had dissolved those entities, Your Honor.

11 And so it's clear in this case we've made a prima
12 facie showing, Your Honor, of a case of contempt. The orders
13 that were violated include the order granting our motion for a
14 revival, the order appointing the receiver which includes a
15 statement in it that CWNV and NV1 are under the authority of
16 the receiver, and they have blocked that, Your Honor.

17 And again, Mr. Stipp says, well, it can't be undone
18 now. Well, it's absurd to think, Your Honor, that they can
19 engage in contentious behavior and say well, it's okay because
20 what we did and it can't be undone now. That borders on
21 ridiculous, Your Honor.

22 And so -- and as far as Mr. Stipp's comments about
23 discovery, Your Honor, I would disagree that our responses were
24 deficient. I agree with him that we would supplement some
25 answers. I apologize. We had, and Mr. Stipp knows this, I had

1 a death in my family. I've been gone out of the office
2 since -- since early March, Your Honor.

3 THE COURT: I'm sorry to hear that, Mr. Coppedge.
4 I'm sorry about your loss.

5 MR. COPPEDGE: And so -- thank you, Your Honor.

6 But so we will supplement the answers, Your Honor,
7 and we'll do so timely. Again, I'm just now back in the
8 office. But I will get those things done and responded to,
9 Your Honor.

10 And so and again he complains about no discovery,
11 Your Honor. And again I feel stupid sometimes even saying this
12 but because we were going to file an amended complaint, the
13 amended complaint includes, the one we proposed, includes
14 allegations or prayers for relief on behalf of and a revived
15 CWNV and NV1, Your Honor. So when they have blocked us from
16 reviving those entities, they have in effect delayed the filing
17 of the amended complaint.

18 I gave Mr. Stipp a professional courtesy and said,
19 Look, don't answer the original complaint. You know, answer
20 the amended complaint when it's filed. So if he complains
21 about not starting discovery, I think the Court can sit there
22 and say we can start, Your Honor. And I'd ask the Court (video
23 interference) start discovery. And if those entities can't be
24 revived as they allege, then we'll have to amend our complaint
25 further, Your Honor, to account for that.

1 The fact is, Your Honor, is we've made a prima facie
2 case of contempt. We've acted in good faith. We've been
3 blocked numerous times. And the fact is, Your Honor, is that
4 we would ask that the Court proceed with, we believe that they
5 have, by not raising the request to have the contempt hearing
6 heard by a different Judge earlier, we believe they have waived
7 that, Your Honor. And so we believe this Court should hear the
8 evidentiary hearing on contempt, and we also believe that,
9 again, we've acted in good faith on every single matter, Your
10 Honor.

11 And I'll rest with that Your Honor.

12 THE COURT: Thank you.

13 Mr. Stipp, anything else?

14 MR. STIPP: Just a few comments.

15 First, with respect to Mr. Coppedge, his personal
16 situation, he did inform me, and I indicated to him that, you
17 know, certainly under those circumstances I understand. And I
18 offered my condolences. I didn't file a motion to compel. I
19 extended Mr. Coppedge the courtesies he requested. He asked
20 for a further extension to last Wednesday, and I didn't have a
21 problem with that. But we didn't receive anything Wednesday.
22 The only thing that we received was on Friday a notice of
23 Dr. Bady's deposition.

24 So the assumption I made was, well, if Mr. Coppedge
25 was back in the office and noticed Dr. Bady's deposition, then

1 I assumed that he was back to work for purposes of completing
2 the responses to the discovery. If that assumption was wrong,
3 I certainly apologize.

4 But even so, I reached out to Mr. Coppedge regarding
5 Dr. Bady's deposition, and that was last Friday. And I still
6 haven't received any response. And so it's not as if I'm not
7 understanding of Mr. Coppedge's personal situation.

8 Mr. Coppedge and I are friends, and so he understands that, you
9 know, I (video interference). But, you know, to suggest that
10 somehow my client is not understanding or I haven't been
11 understanding is just -- it's just not factually accurate.

12 While Mr. Coppedge believes that his client has acted
13 in good faith, the Court has made it very clear that there was
14 no problem with Dr. Bady himself reviving those entities. So
15 if Dr. Bady could revive those entities, and he did, then the
16 issue is is that they were merged into other entities. We just
17 want to know what order of the Court does that violate, and so
18 far Mr. Coppedge on behalf of the receiver has not been able to
19 identify the specific court order.

20 It misrepresents the prior orders of the Court. The
21 Court said the order that was entered authorizing the receiver
22 to apply to the Nevada Secretary of State to revive those
23 predecessor entities was simply permission. It wasn't a
24 requirement. And if the Court was okay with Dr. Bady reviving
25 them, then it's clear that Dr. -- it's clear that the receiver

1 didn't have the authority as it related to that specific issue.

2 The Court's references and other orders that the
3 receiver has authority over entities in which CWNevada is the
4 majority owner, well, that is the Court's position, and that
5 may end up being accurate.

6 It doesn't change the fact that CWNevada doesn't own
7 any interest in those entities and doesn't own any interest in
8 the surviving entities. That's a fact. Mr. Coppedge is aware
9 of it. The documents as it relates to those issues have been
10 provided in discovery. These matters have been briefed
11 multiple times before the Court. So that order in and of
12 itself doesn't support a violation.

13 And so, you know, from our perspective we're thinking
14 why are we spending so much time, money and effort on reviving
15 these entities when the receivership is insolvent despite the
16 fact that the receiver falsely states before the Court that the
17 receivership is not insolvent, but freely represents to, you
18 know, creditors and other parties that it is under those
19 circumstances.

20 And so, you know, our position would be if CWNevada
21 and the related parties want to litigate, then let's litigate.
22 But let's do so fairly with open discovery, discovery
23 deadlines, with a trial date set. But, you know, to try to
24 cram this into an evidentiary hearing on the issue of contempt
25 when there's no order that anybody can point to, including the

1 Court, seems to me to be a violation of my client's due
2 process.

3 If the Court is still intending on scheduling the
4 hearing, then, you know, we'll proceed. But, you know, we're
5 exercising our rights under the statute to have the matter
6 presided over by an alternative District Court Judge.

7 THE COURT: Thank you.

8 MR. STIPP: Thank you, Your Honor.

9 THE COURT: Mr. Stipp, your motion is denied.

10 While I might have granted your request for another
11 Judge (telephonic interference) may have been previously by
12 requesting that I continue the hearing which we discussed in
13 court on February 22nd, 2021, and my granting your request,
14 that has been waived.

15 The primary order that is at issue with this contempt
16 proceeding is the November 24th, 2020, order.

17 You may start discovery if you'd like; however, I
18 will caution you that corporate government's issues may be
19 unwound as part of this proceeding. I know that the Secretary
20 of State requires an order to unwind mergers. It is possible
21 for them to be unwound, but it does require you to do discovery
22 and us to have a trial or you to reach some other resolution
23 that results in a Court's order.

24 Has Dr. Bady's deposition been taken, and has he
25 recovered from the medical procedure we've previously

1 discussed?

2 MR. STIPP: Your Honor, two points.

3 We didn't ask for the hearing to be extended.

4 Mr. Coppedge filed an email motion for a protective order. We
5 indicated that Dr. Bady was unavailable for a deposition
6 because of his surgery, but we didn't ask for the hearing. The
7 Court unilaterally extended the evidentiary hearing, and the
8 record reflects that. So we didn't waive our right to object
9 to this Court presiding over the evidentiary hearing.

10 Dr. Bady did have successful surgery. It didn't
11 require a second surgery. He has returned to Las Vegas.

12 THE COURT: Good. Okay.

13 MR. STIPP: And he is recovering. I'm happy to work
14 with Mr. Coppedge in terms of scheduling that deposition next
15 week.

16 But I think it's important to clarify the record in
17 this case. We didn't ask for an extension of the evidentiary
18 hearing, Your Honor.

19 THE COURT: Mr. Stipp, you actually asked me to
20 extend it because of Mr. Bady's medical condition. That was
21 the first time I've heard about it, or maybe it was the second
22 time I heard about it, but you made that request.

23 Well, anything else, Counsel?

24 (No audible response.)

25 THE COURT: So you may start discovery.

1 I'm going to have my assistant set a supplemental
2 Rule 16 conference on this case even though you haven't
3 answered yet, Mr. Stipp, because both of you have requested to
4 start discovery.

5 Thank you, Counsel.

6 (Proceedings concluded at 9:17 a.m.)

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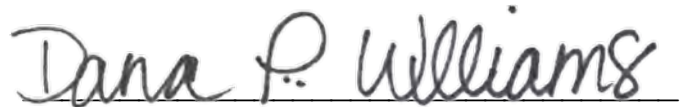
CERTIFICATION

I CERTIFY THAT THE FOREGOING IS A CORRECT TRANSCRIPT FROM THE AUDIO-VISUAL RECORDING OF THE PROCEEDINGS IN THE ABOVE-ENTITLED MATTER.

AFFIRMATION

I AFFIRM THAT THIS TRANSCRIPT DOES NOT CONTAIN THE SOCIAL SECURITY OR TAX IDENTIFICATION NUMBER OF ANY PERSON OR ENTITY.

DANA L. WILLIAMS
LAS VEGAS, NEVADA 89183

A handwritten signature in cursive script that reads "Dana L. Williams". The signature is written in dark ink and is positioned above a horizontal line.

DANA L. WILLIAMS, TRANSCRIBER

04/07/2021

DATE