

CHRIS DEROSE
 Clerk of the Superior Court
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Description	Amount
CASE# CV2018-006866	
CIVIL NEW COMPLAINT	322.00
TOTAL AMOUNT	322.00

Receipt# 26570404

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11 **ARIZONA SUPERIOR COURT**

12 **MARICOPA COUNTY**

13 **CV2018-006866**

14 FIERCE INVESTMENTS LTD.,
 15 Plaintiff,

16 v.

17 AZTEC COPPER INC., an Arizona
 18 corporation,
 19 Defendant.

) No.

) **COMPLAINT**

) **(Eligible for Commercial Court)**

20 Plaintiff Fierce Investments Ltd. ("Fierce"), in its Complaint against Defendant Aztec
 21 Copper Inc. (the "Company"), hereby alleges as follows:

22 **NATURE OF THIS ACTION**

- 23 1. Fierce is the registered holder of 40,000,000 common shares of the Company
 24 (the "Fierce Shares").
 25 2. Fierce, through this action, seeks a court order for the Company to hold an
 26 annual meeting pursuant to A.R.S. § 10-703.

PARTIES

3. Fierce is incorporated in the Commonwealth of The Bahamas as an International
 Business Company.

1 4. Defendant Aztec Copper Inc. is a corporation organized under the laws of the
2 State of Arizona and is in good standing, according to records of the Arizona Corporation
3 Commission.

4 **JURISDICTION AND VENUE**

5 5. This Court has subject matter jurisdiction hereof under Article VI, Section 14 of
6 the Arizona Constitution.

7 6. Venue is proper in this Court because the Company is an Arizona corporation
8 domiciled in Maricopa County, Arizona.

9 **FACTUAL BACKGROUND**

10 7. On or about October 15, 2002, Fierce acquired 40,000,000 shares in the
11 Company. Therefore, Fierce is a shareholder in the Company.

12 8. Fierce believes that its shares may have been improperly diluted.

13 9. The Directors and Officers of the Company are not properly managing the
14 Company or complying with their respective responsibilities. Fierce is also concerned that
15 Directors and Officers may have engaged in other misconduct.

16 10. The Company has failed to hold annual shareholder meetings as required by
17 Arizona law and the Company's bylaws. If the Company has held annual meetings, notices of
18 these meetings have not been provided to Fierce.

19 11. In light of these and other concerns, on January 26, 2018 Fierce demanded in
20 writing that it be allowed to inspect the books and records of the Company pursuant to Arizona
21 law (the "Demand"). A copy of the Demand was served on the Arizona statutory agent for the
22 Company.

23 12. Fierce's concerns about mismanagement and impropriety at the Company were
24 heightened by the response it received on February 21, 2018 to the Demand. A lawyer from
25 Alberta Canada ("Alberta Counsel") responded to the Demand as ". . . legal counsel to 1829752
26 Alberta Ltd., previously Aztec Copper Inc. . . ." However, Alberta Counsel has refused to

1 provide information about 1829752 Alberta Inc., its shareholders, how it purportedly became the
2 successor in interest to Aztec, and what interest Fierce may hold in 1829752 Alberta Inc.

3 13. Prior to February 21, 2018, Fierce never received notice of any acquisition, merger
4 or other business combination involving the Company and 1829752 Alberta Inc.

5 14. Alberta law requires that an Alberta corporation maintain, and make available
6 upon request, its securities register and other information. 1829752 Alberta Inc. is organized
7 under the laws of Alberta, Canada.

8 15. 1829752 Alberta Inc. has overlapping directors and officers with Aztec Copper
9 Inc. Ron Arnold is the President and CEO of Aztec Copper Inc. and is a director of 1829752
10 Alberta Inc. He may also be an officer of 1829752 Alberta Inc. Christine Reeves is the sole
11 director of Aztec Copper Inc., according Arizona Corporation Commission records, and may
12 also be an officer of 1829752 Alberta Inc. Ron Arnold and Christine Reeves are the only two
13 directors of 1829752 Alberta Inc., according to public records of the Alberta government. Mr.
14 Arnold and Ms. Reeves are both represented by the same Alberta Counsel who is the registered
15 solicitor of 1829752 Alberta Inc. That same Alberta Counsel responded on behalf of Aztec
16 Copper Inc. to the separate books and records complaint filed against Aztec Copper Inc.

17 16. In response to a lawful request to examine the securities register of 1829752
18 Alberta Inc., Alberta Counsel, whose office is also the registered records office of 1829752
19 Alberta Inc., advised that the corporate records of 1829752 Alberta Inc. do not contain a
20 securities register. Thus, no securities register or shareholder information was made available
21 for inspection. This failure to provide the register and shareholder information of 1829752
22 Alberta Inc. violated Alberta law.

23 17. Fierce filed suit in Arizona based on the rejection of its books and records
24 demand. *See* CV2018-003675 (Arizona Superior Court, Maricopa County). Notwithstanding
25 that the Company was duly served, it has not allowed an inspection of its books and records,
26 nor has it entered an appearance in that action.

1 18. Fierce files this action to ensure that the Company holds an annual shareholder
2 meeting in compliance with Arizona law.

3 **COUNT I – COURT ORDERED ANNUAL MEETING PURSUANT TO A.R.S. § 10-703**

4 19. As an Arizona corporation, the Company is required to “hold a meeting of
5 shareholders annually at a time stated in or fixed in accordance with the bylaws” pursuant to
6 A.R.S. § 10-701.

7 20. “The court in the county where a corporation’s known place of business is
8 located may summarily order . . . [a]n annual meeting to be held on application of any
9 shareholder of the corporation entitled to participate in an annual meeting if an annual meeting
10 was not held within the earlier of three months after the date specified for the annual meeting
11 in the bylaws or fifteen months after its last annual meeting.” A.R.S. § 10-703.

12 21. As an Arizona corporation, the Company is required to “continuously maintain in
13 this state . . . [a] known place of business that may be the address of its statutory agent.”
14 A.R.S. § 10-3501.

15 22. The Company’s known place of business provided to the Arizona Corporation
16 Commission is located in Maricopa County, Arizona.

17 23. As the registered holder of 40,000,000 common shares of the Company, Fierce is
18 entitled to participate in an annual meeting.

19 24. The Company has not held an annual meeting within the earlier of three months
20 after the date specified for the annual meeting in the bylaws or fifteen months after its last
21 annual meeting.

22 25. Pursuant to A.R.S. § 10-703(A), Fierce seeks an order from this Court requiring
23 the Company to promptly hold an annual meeting in Maricopa County.

24 26. Pursuant to A.R.S. § 10-703(B), this Court may enter an order specifying a
25 record date for determining shareholders entitled to notice of and to vote at the meeting,
26 prescribing the form and content of the meeting notice, fixing the quorum requiring specific

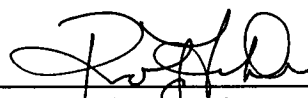
1 matters to be considered at the meeting, and directing that the votes represented at the meeting
2 constitute a quorum required for action on those matters, and entering other orders necessary to
3 accomplish the purpose or purposes of the meeting.

4 WHEREFORE, Plaintiff respectfully requests the following:

- 5 A. An order recognizing and enforcing Plaintiff's right to participate in an annual
6 meeting under A.R.S. § 10-703, the Bylaws of the Company and/or the common
7 law;
- 8 B. An order requiring the Company to promptly hold an annual meeting in
9 Maricopa County for the purpose of electing directors and for the transaction of
10 such other business as may properly come before the meeting;
- 11 C. An order setting the annual shareholder meeting within thirty (30) days and
12 directing the Company to give notice of the meeting to Plaintiff and other
13 shareholders of record not less than ten (10) days before the meeting is held;
- 14 D. An order requiring the Company to immediately make available to Plaintiff and
15 all other shareholders a list of those shareholders entitled to receive notice and to
16 vote at the annual meeting, as required by A.R.S. 10-3707, the Company bylaws
17 and other applicable law;
- 18 E. An order directing the Company to pay the reasonable attorneys' fees and costs
19 incurred by Plaintiff, as authorized by Arizona law, and
- 20 F. Such other and further relief as the Court deems just and proper.

21 Respectfully submitted this 4th day of May, 2018.

22 **COPPERSMITH BROCKELMAN PLC**

23
24 By 
25 Keith Beauchamp
26 Roopali H. Desai

Attorneys for Plaintiff