

CAUSE NO. _____

DARRIN WINNER, INDIVIDUALLY AND
ON BEHALF OF LAND GUARDIAN, INC..

vs.

AYMAN JARRAH

§
§
§
§
§
§

IN THE DISTRICT COURT

OF HARRIS COUNTY, TEXAS

____ JUDICIAL DISTRICT

PLAINTIFFS' ORIGINAL AMENDED PETITION

TO THE HONORABLE JUDGE OF SAID COURT:

Plaintiffs Darrin Winner individually and on behalf of Land Guardian, Inc. would show the Court as follows for Cause of Action:

DISCOVERY

1. Plaintiffs seek to conduct discovery under level 3.

PARTIES

2. Plaintiff Darrin Winner is an individual doing business in Harris County, Texas. Land Guardian, Inc. is a Corporation with its principal place of business in Harris County, Texas.
3. Defendant Ayman Jarrah is an individual residing and doing business in Harris County Texas who may be served with Citation at 4522 Eigel, Houston, Texas 77007.

JURISDICTION AND VENUE

4. This lawsuit arises out of wrongful conduct and breaches of fiduciary duty that took place in Harris County, Texas. The amount in controversy is within the jurisdiction of this Court.

RELEVANT FACTS

5. Ayman Jarrah is the 90% shareholder of Land Guardian, Inc. and is a Director

and Officer of the corporation. Darrin Winner is the 10% shareholder in Land Guardian, Inc. There are no other shareholders in the corporation.

6. Land Guardian, Inc. operates a bar called The Gaslamp. Winner became concerned that he was not getting his K-1 or any other financial information relating to the corporation's business. He began requesting financial information about the corporation from Jarrah. While he eventually received some limited financial information, the information he received is not internally consistent, nor is it consistent with information Winner has received from non-corporate sources. Winner has requested all bank account information, tax information, POS data, payroll information and information about liquor sales. Defendant Jarrah has not provided the information.

7. Winner has learned from non-corporate sources that Jarrah is secreting and diverting corporate money. For example, he is paying his son \$2,000 per week out of the corporation even though his son is not an employee of the corporation.

FIRST CAUSE OF ACTION - - BREACH OF FIDUCIARY DUTY

8. Jarrah owes fiduciary duties to Land Guardian, Inc., including without limitation the duties of loyalty and utmost good faith. Jarrah breached his fiduciary duties to the corporation by diverting money from the corporation for the benefit of himself and his family to the detriment of the corporation and Winner, the minority shareholder. Winner, on behalf of Land Guardian, Inc. sues Jarrah for his breaches of fiduciary duties.

SECOND CAUSE OF ACTION - - ACCOUNTING

9. Winner, as a minority shareholder has a right to inspect the financial

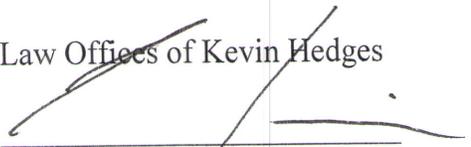
information of the corporation.. Jarrah has wrongfully denied Winner his right to financial information despite repeated requests both orally and in writing. Winner demands an Accounting of the Corporate financial affairs.

THIRD CAUSE OF ACTION - - CONSTRUCTIVE TRUST

10. Jarrah, upon information and belief, has diverted corporate assets and earnings to third parties for his benefit and to the detriment of the Corporation and Winner. Land Guardian, Inc. and Winner seek to impose a constructive trust on all such diverted assets and earnings regardless who holds them now.
11. Wherefore, premises considered, Plaintiffs respectfully pray that Defendant be served with Citation and that Plaintiff's receive judgment of, from and against Jarrah for disgorgement of all money and property wrongfully diverted and stolen from the Corporation, for damages caused to Land Guardian, Inc. and Darrin Winner by Jarrah's breaches of fiduciary duties, that Jarrah be required to account for all money and property received and disbursed by the corporation and provide Winner with access to all financial records of the corporation, and that the Court impose a constructive trust on all property that Jarrah diverted or stole from the corporation and purported to convey to third parties, for reasonable and necessary attorneys fees incurred in bringing this action, costs of court, and for all other relief to which Plaintiffs have shown themselves to be justly entitled.

Respectfully submitted,

Law Offices of Kevin Hedges



Kevin Hedges
Texas Bar No. 09370100
14019 SW Freeway, #301-445
Sugar Land, Texas 77478-3551
713.524.5556
Fax: 713.524.9967
Khedges@ev1.net

Attorneys for Plaintiffs

Unofficial Copy Office of Chris Daniel District Clerk