

Kevin W. Weber (Attorney No. 020612008)  
John A. Capobianco (Attorney No. 306342019)  
GIBBONS P.C.  
One Gateway Center  
Newark, New Jersey 07102-5310  
(973) 596-4500  
*Attorneys for Plaintiff*  
*David Whitaker*

DAVID WHITAKER,

Plaintiff,

v.

JANE MASON,

Defendant.

SUPERIOR COURT OF NEW JERSEY  
CHANCERY DIVISION - GENERAL  
EQUITY PART  
OCEAN COUNTY

DOCKET NO.: OCN-C-\_\_\_\_\_-24

Civil Action

VERIFIED COMPLAINT

Plaintiff David Whitaker ( "Mr. Whitaker") hereby states by way of Verified Complaint against Defendant Jane Mason ("Defendant") as follows:

NATURE OF ACTION

1. This is a shareholder oppression action under the New Jersey Business Corporation Act regarding Secure Investigations, Inc. ("Secure").
2. Secure is owned 50% by Plaintiff and 50% by Defendant.
3. Defendant is the CEO.
4. Defendant has failed in her corporate responsibilities, including by failing to file income tax returns, not responding to litigation and putting the company at risk, not paying bills, not responding to debt collection attempts, and taking other unauthorized corporate actions.
5. The parties are in a deadlock as to the future of Secure, among other disagreements, and Secure is no longer able to function.
6. Plaintiff seeks to immediately take control of Secure to manage its day-to-day functions, and if appropriate, take the necessary steps to wind-up Secure.

THE PARTIES, VENUE & JURISDICTION

7. Defendant is a resident of Ocean County, New Jersey.
8. Plaintiff is a resident of the United States Virgin Islands.
9. Secure is located in Seaside Park, New Jersey.
10. Venue is proper in this county because Defendant and Secure are located in Ocean County, and the cause of action arose in Ocean County. See R. 4:3-2.
11. This court has jurisdiction over this matter because the primary relief sought by Mr. Whitaker is primarily equitable. See R. 4:3-1(a)(1).

THE FORMATION AND OWNERSHIP OF SECURE

12. Secure was incorporated on February 23, 2017. (Exhibit 1.)
13. From incorporation to present, Defendant has been the Chief Executive Officer of Secure.
14. In 2021, Whitaker became a 50% owner of Secure, as well as an Officer and Director. (Exhibit 2.)
15. Between 2021 and 2023, Mr. Whitaker was an Officer and Director of Secure.
16. Mr. Whitaker owns 50% of the 1000 shares of Secure.
17. Defendant owns 50% of the 1000 shares of Secure.
18. On September 5, 2023, Ms. Mason unilaterally and without notice to Plaintiffs filed a Certificate of Amendment with the New Jersey Division of Revenue & Enterprise Services that removed Mr. Whitaker as an Officer or Director and named Defendant as the sole Officer or Director of Secure. (Exhibit 3.)
19. Ms. Mason took these steps without Mr. Whitaker's authorization or agreement.

20. The change in officers and directors was not authorized by a corporate resolution and no meeting or vote was held.

21. The removal of Plaintiff as an Officer and Director was one part of Defendant's unauthorized corporate actions which continue to harm Secure and Plaintiff.

DEFENDANT HAS FROZEN PLAINTIFF OUT OF SECURE

22. Defendant has effectively frozen Mr. Whitaker out of the management of the company.

23. Defendant refuses to allow Plaintiff to view the books and records.

24. Defendant refuses to include Plaintiff in any corporate decisions.

25. Defendant refuses to discuss the future of the company and how it intends to resolve its liabilities.

26. Secure has more liabilities than assets.

27. Secure's only remaining assets are its name and goodwill.

28. Secure wholly owns one subsidiary, Boston Pro, Inc., a Delaware corporation, incorporated in 2021. (Exhibit 4.)

29. Boston Pro is involved in two litigations in Massachusetts: *Boston Pro, Inc. v. Ice 9 Productions, Inc., et al.*, Case No. 2284-CV-00833; and *Sheraton License Operating Company, LLC v. Boston Pro Inc., et al.*, 2284-CV-02364.

30. Secure and/or Boston Pro were represented by attorney Joseph Balliro, Esq. Mr. Balliro has withdrawn from representation of Boston Pro because Mason refused to give any direction or participate in the proceedings. Default has been, or soon will be, entered against Boston Pro in those litigations.

DEFENDANT'S UNAUTHORIZED CORPORATE ACTIONS

31. Defendant's unlawful filing of the Certificate of Amendment in September 2023 is one example of wrongful conduct.

32. Starting in 2022, Defendant's behavior became increasingly unpredictable, irrational, and harmful to Secure.

33. Defendant used Secure funds without authorization to pay for many personal expenses (including her divorce attorney and personal travel). :

34. Defendant has used company credit cards for personal use.

35. Defendant has failed to file taxes on behalf of Secure of Boston Pro for several years.

36. Defendant also became obstinate and inexplicably failed to pursue numerous business opportunities on behalf of Secure, including:

- a. Refusing to fund critical resources for Secure's digital services;
- b. Refusing to participate in efforts to resolve debt;
- c. Refusing to attend two separate business-related conferences with the Governor of the Virgin Islands by special invitation;
- d. Refusing to pursue a software development project valued in the hundreds of thousands of dollars without reason on July 16, 2023;
- e. Refusing a substantial, collaborative project with the Virgin Islands Police Department ("VIPD") that would have been lucrative on July 27, 2023;
- f. Refusing two opportunities worth a combined value of \$1.53 million on August 17, 2023; and
- g. Refusing to agree to participate in a 6-month VIPD program that would have brought in \$75,000 for Secure.

37. On behalf of Secure, Defendant also made many commitments that she failed to follow through on:

- a. Failing to participate in a VIPD internal affairs investigation that she agreed to assist with in 2021;
- b. Failing to appear at a 2022 VIPD seminar that she agreed to appear at, requiring Mr. Whitaker to secure alternative arrangements at significant cost;

c. Failing to respond to her ODDFA email for weeks at time, which led to lost business; and  
d. Failing to respect many other verbal and written agreements, such as with vendors and lenders.

38. Defendant has also engaged in unethical and increasingly alarming conduct, including:

- e. Misusing trademarks for use on her website as part of a company name;
  - f. Frequent, unexplained absences from work;
  - g. Failing to answer vendor calls or pay bills;
  - h. Failing to appear court hearings that resulted in default judgments against Secure;
  - i. Misrepresenting Secure to outsiders, including stating that Mr. Whitaker was no longer associated with Secure; and
  - j. Being publicly intoxicated Boston Pro event.
39. Defendant's actions have only worsened over time.

PLAINTIFF'S GOOD FAITH ATTEMPTS TO WIND-UP SECURE

40. On numerous occasions, Plaintiff has attempted to discuss with Defendant the future of the company.

41. Most relevantly, Plaintiff attempted to discuss with Defendant about winding down Secure.

42. On September 9, 2023, Plaintiff sent a letter to Defendant seeking for her to cease and desist from illegally removing Plaintiff as an Officer/Director of Secure. (Exhibit 5.)

43. No response was received.

44. Boston Pro and Secure have numerous creditors threatening claims.

45. Plaintiff, on behalf of Secure and Boston Pro, has undertaken negotiations with several creditors.

46. Plaintiff has requested that Defendant authorized and approve various settlements with creditors.

47. Defendant has not responded or provided authorization, thereby exposing Secure and Boston Pro to further litigation and potential judgments.

COUNT I

SHAREHOLDER OPPRESSION (N.J.S.A. 14A:12-7)

48. Plaintiff repeats and re-alleges each and every allegation of the Verified Complaint as if fully set forth herein.

49. Plaintiff continues to suffer harm as a result of the improper and illegal actions of Defendant.

50. Plaintiff has attempted to work with Defendant to resolve issues.

51. Plaintiff's attempt to work with Defendant have provided fruitless.

52. Secure has more liabilities than assets.

53. Beyond her personal problems, Defendant has engaged in conduct undermining any prior trust between herself and Plaintiff by using company credit cards to fund her lifestyle, fraudulently shutting Plaintiff out the business, and refusing to undertake her basic responsibilities on behalf of the company.

54. Stated differently, Defendant's misconduct has fundamentally undermined the trust between herself and Plaintiff such that it is impossible for them to continue to conduct business.

55. Most recently, efforts to informally negotiate with Defendant to wind down Secure and its subsidiaries has proven fruitless.

56. Locked out of management and unable to call a meeting, Plaintiff and Defendant are deadlocked.

57. The resulting deadlock has caused and will continue to cause irreparable harm to Plaintiff.

58. The resulting deadlock has made it reasonably impracticable for the business to carry on.

WHEREFORE, Plaintiff demands judgment against Defendant as follows:

- a) Preliminarily appointing Plaintiff as sole Officer/Director of Secure, and removing Defendant as an Officer/Director of Secure;
- b) Preliminarily enjoining Plaintiff taking any actions on behalf of Secure (N.J.S.A. 14A-12-7(8));
- c) Ordering Plaintiff to provide Defendant access to the books and records of Secure;
- d) Compelling Defendant to purchase Plaintiff's 50% shares at their fair value (N.J.S.A. 14A-12-7(8)); or in the alternative, to order the dissolution of Secure (N.J.S.A. 14A-12-7(9));
- e) For an accounting;
- f) Awarding Plaintiff his reasonable expenses, including reasonable attorney's fees and costs, from Secure;
- g) Any other relief that the Court deems just and proper

COUNT II  
BREACH OF FIDUCIARY DUTY

59. Plaintiff repeats and re-alleges each and every allegation as if fully set forth herein.
60. Defendant has complete control over all operations, including the finances.
61. Defendant has refused to treat Mr. Whitaker fairly and honestly.
62. Defendant has withheld information about Secure's operations.
63. Defendant has refused access to the books and records.
64. Defendant has refused requests for meetings and information.
65. As more fully described above, Defendant breached her fiduciary duty to Secure and her duty as an Officer/Director of Secure in accordance with the good faith business judgement of the best interest of Secure and to refrain from conflicts of interest that adversely affect the

business and affairs of Secure by: (a) using funds belonging to Secure for unrelated, personal activities; (b) failing in good faith to operate the business in the best interests of Secure; (c) failing to fulfill day-to-day responsibilities as CEO of Secure; (d) failing to pursue lucrative business opportunities; (d) failing to cooperate with Plaintiff in providing reasonably requested documents and information; and (e) failing to invest in the long terms growth of Secure.

66. Secure has been damaged by Defendant's actions, its revenue has decreased, and the value of the business has suffered as a result of Defendant's mismanagement.

67. Mr. Whitaker has been damaged by Defendant's actions, including by the value of Mr. Whitaker's 50% shares being negatively impacted by Defendant's mismanagement.

WHEREFORE, Plaintiff demands judgment against Defendant as follows:

- a) Compensatory damages;
- b) For an accounting;
- c) For access to the books and records of Secure;
- d) Any other relief that the Court deems just and proper.

GIBBONS P.C.  
One Gateway Center  
Newark, New Jersey 07102  
*Attorneys for Plaintiff*  
*David Whitaker*

By: *s/ Kevin W. Weber*  
Kevin W. Weber

Dated: January 22, 2024



CERTIFICATION PURSUANT TO R. 1:38-7(b)

I certify that confidential personal identifiers have been redacted from documents now submitted to the court, and will be redacted from all documents submitted in the future in accordance with Rule 1:38-7(b).

GIBBONS P.C.  
One Gateway Center  
Newark, New Jersey 07102  
*Attorneys for Plaintiff*  
*David Whitaker*

By: *s/ Kevin W. Weber*  
Kevin W. Weber

Dated: January 22, 2024

TRIAL ATTORNEY DESIGNATION PURSUANT TO R. 4:5-1

Pursuant to Rule 4:5-1, the undersigned is hereby designated as trial counsel for Plaintiff in this matter.

GIBBONS P.C.  
One Gateway Center  
Newark, New Jersey 07102  
*Attorneys for Plaintiff*  
*David Whitaker*

By: *s/ Kevin W. Weber*  
Kevin W. Weber

Dated: January 22, 2024

CERTIFICATION PURSUANT TO R. 4:5-1

Pursuant to Rule 4:5-1, I certify that to the best of my knowledge, the above-captioned action is not subject to any other action pending in any other Court or the subject of a pending arbitration proceeding, and that no other action or arbitration proceeding is contemplated by the Plaintiffs.

GIBBONS P.C.  
One Gateway Center  
Newark, New Jersey 07102  
*Attorneys for Plaintiff*  
*David Whitaker*

By: *s/ Kevin W. Weber*  
Kevin W. Weber

Dated: January 22, 2024

VERIFICATION

I, DAVID WHITAKER, of full age hereby certifies to the Court as follows:

1. I have read the foregoing Verified Complaint, and state the allegations set forth therein are true to the best of my knowledge.

2. As to the allegations made on information and belief, I believe them to be true based on all available information in my possession.

3. I am aware that should any of the foregoing be willfully false I am subject to punishment.



---

DAVID WHITAKER

Dated: JANUARY 20, 2024

# **EXHIBIT 1**

NEW JERSEY DEPARTMENT OF THE TREASURY  
DIVISION OF REVENUE AND ENTERPRISE SERVICES

**CERTIFICATE OF INC, (PROFIT)**

**SECURE INVESTIGATION INC  
0450144985**

The above-named DOMESTIC PROFIT CORPORATION was duly filed in accordance with New Jersey State Law on 02/23/2017 and was assigned identification number 0450144985. Following are the articles that constitute its original certificate.

**1. Name:**

SECURE INVESTIGATION INC

**2. Registered Agent:**

CHARLES E BEAUDOIN

**3. Registered Office:**

106 KNOLLWOOD RD  
MURRAY HILL, NEW JERSEY 07974

**4. Business Purpose:**

SECURITY CONSULTING SERVICES

**5. Duration:**

PERPETUAL

**6. Stock:**

1000

**7. Effective Date of this filing is:**

02/23/2017

**8. First Board of Directors:**

CHARLES BEAUDOIN  
106 KNOLLWOOD DR  
MURRAY HILL, NEW JERSEY 07974

JANE MASON  
26 FARRAGUT AVENUE  
SEASIDE PARK, NEW JERSEY 08752

**9. Incorporators:**

RAYMOND L. EATON  
4500 PGA BLVD  
SUITE 304A  
PALM BEACH GARDENS, FLORIDA 33418

**10. Main Business Address:**

106 KNOLLWOOD DR  
MURRAY HILL, NEW JERSEY 07974

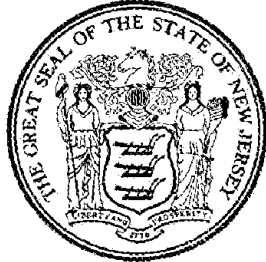
**Signatures:**

RAYMOND L. EATON  
INCORPORATOR

NEW JERSEY DEPARTMENT OF THE TREASURY  
DIVISION OF REVENUE AND ENTERPRISE SERVICES

**CERTIFICATE OF INC, (PROFIT)**

**SECURE INVESTIGATION INC  
0450144985**



Certificate Number : 4028996680

Verify this certificate online at

[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
23rd day of February, 2017*

A stylized, handwritten signature in black ink, appearing to read "Ford M. Scudder".

*Ford M. Scudder  
State Treasurer*

## **EXHIBIT 2**

***New Jersey Division of Revenue & Enterprise Services  
Certificate of Amendment for Domestic Corporations  
NJSA 14A:9-2  
New Jersey Profit Corporation Act***

Department of the Treasury  
Division of Revenue & Enterprise Services  
Business Amendments  
Filed

Validation Number: 4146486961  
08/21/21 07:26:50

Verify this certificate online at  
[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

This Domestic Corporation filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 14A:9-2.

1. Name of Domestic Corporation: SECURE INVESTIGATION INC
2. Business ID Number: 0450144985
3. Date of the Filing of the Original Certificate: 02/23/2017
4. Amendments:

Article 2, the Officers and Directors are amended to the following:

JANE MASON, OTHER  
26 FARRAGUT AVENUE  
SEASIDE PARK, NJ 08752

DAVID A WHITAKER, PRESIDENT  
6 LIBERTY SQUARE  
BOSTON, MA 02109

6. Adoption Proceedings:

Shares Outstanding at Time of Adoption: 1000  
Voting For: 1000  
Voting Against: 0  
Date of Adoption: 08/21/2021

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 14A:9-2 and that they are authorized to sign this form on behalf of the NJ Domestic Corporation on August 21, 2021.

**Signature**

JANE MASON, CHIEF EXEC. OFFICER (CEO)

DAVID WHITAKER, PRESIDENT



***New Jersey Division of Revenue & Enterprise Services  
Certificate of Amendment for Domestic Corporations  
NJSA 14A:9-2  
New Jersey Profit Corporation Act***

Department of the Treasury  
Division of Revenue & Enterprise Services  
Business Amendments  
Filed

Validation Number: 4146817698  
08/25/21 09:33:48

Verify this certificate online at  
[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

This Domestic Corporation filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 14A:9-2.

1. Name of Domestic Corporation: SECURE INVESTIGATION INC
2. Business ID Number: 0450144985
3. Date of the Filing of the Original Certificate: 02/23/2017
4. Amendments:

Article 2, the Business Address is amended to the following:

Main Business Address

900 SE CENTRAL AVE.  
#223  
SEASIDE PARK, NJ 08752

6. Adoption Proceedings:

Shares Outstanding at Time of Adoption: 1000  
Voting For: 1000  
Voting Against: 0  
Date of Adoption: 08/25/2021

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 14A:9-2 and that they are authorized to sign this form on behalf of the NJ Domestic Corporation on August 25, 2021.

**Signature**

JANE MASON, CHIEF EXEC. OFFICER (CEO)  
DAVID WHITAKER, PRESIDENT

## **EXHIBIT 3**

***New Jersey Division of Revenue & Enterprise Services  
Certificate of Amendment for Domestic Corporations  
NJSA 14A:9-2  
New Jersey Profit Corporation Act***

Department of the Treasury  
Division of Revenue & Enterprise Services  
Business Amendments  
Filed

Validation Number: 4218941107  
09/05/23 09:20:02

Verify this certificate online at  
[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

This Domestic Corporation filed with the Division of Revenue and Enterprise Services to amend its Certificate of Formation. The filer is responsible for ensuring strict compliance with NJSA 14A:9-2.

1. Name of Domestic Corporation: SECURE INVESTIGATION INC
2. Business ID Number: 0450144985
3. Date of the Filing of the Original Certificate: 02/23/2017
4. Amendments:

Article 2, the Officers and Directors are amended to the following:

JANE MASON, CHIEF EXEC. OFFICER (CEO)  
2108 S BAYVIEW AVE.  
SEASIDE PARK, NJ 08752-0875

6. Adoption Proceedings:

Shares Outstanding at Time of Adoption: 1000  
Voting For: 500  
Voting Against: 0  
Date of Adoption: 09/05/2023

The undersigned represent(s) that this filing complies with State law as detailed in NJSA 14A:9-2 and that they are authorized to sign this form on behalf of the NJ Domestic Corporation on September 05, 2023.

**Signature**

JANE MASON, CHIEF EXEC. OFFICER (CEO)

## **EXHIBIT 4**

CERTIFICATE OF INCORPORATION  
OF  
Boston Pro Inc

Secretary of State  
Division of Corporations  
Delivered 02:24 PM 12/13/2021  
FILED 02:24 PM 12/13/2021  
SR 20214071493 - File Number 6467169

FIRST: The name of this corporation is: Boston Pro Inc

SECOND: The address of its registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, New Castle County, Delaware 19801.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1,500 shares of no par value per share common voting stock.


FIFTH: The name and mailing address of the incorporator is: John L. Williams, 1201 Orange Street, Suite 600, Wilmington, Delaware 19801.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit. This Article Eighth shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eighth became effective.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal on December 13, 2021.

  
\_\_\_\_\_  
John L. Williams  
Incorporator

MINUTES OF MEETING OF INCORPORATOR  
OF  
Boston Pro Inc

The meeting of the incorporator of the above-named corporation was called and held on December 13, 2021 at 1201 Orange Street, Suite 600, Wilmington, Delaware, 19801 pursuant to a written waiver of notice signed by the incorporator, fixing time and place.

The following incorporator, being the only incorporator of the corporation, was present in person: John L. Williams.

Said incorporator served as both chairman and secretary of the meeting.

The chairman reported that the Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on December 13, 2021 and that a certified copy thereof will be forwarded by the Office of the Secretary of State of Delaware to the Office of the Recorder of Deeds in and for New Castle County, Delaware, and that the secretary was instructed to cause a copy of such Certificate of Incorporation to be inserted in the minute book.

The secretary presented a form of By-Laws for the regulation of the affairs of the corporation, which was read, section by section.

Upon motion duly made, seconded and carried it was:

RESOLVED, That the By-Laws submitted at and read to this meeting be and the same hereby are adopted as and for the By-Laws of this corporation, and that the secretary be and hereby is instructed to cause the same to be inserted in the minute book immediately following a copy of the Certificate of Incorporation.

The Chairman stated that the next business before the meeting was the election of the Board of Directors.

The following persons were nominated to hold office for the ensuing year or until their respective successors are elected:

Jane Mason

No other nominations having been made, the polls were duly opened and the incorporator having voted by ballot, the chairman declared the polls closed. Thereupon, the secretary canvassed the vote cast and made and presented to the chairman the results of the election. The nominees were found to have received the number of votes opposite their names:

<u>NAME</u>	<u>NUMBER OF VOTES</u>
Jane Mason	- 1 - Vote

The chairman thereupon declared the following persons elected directors of the corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualified:

Jane Mason

Upon motion duly made, seconded and carried, it was:

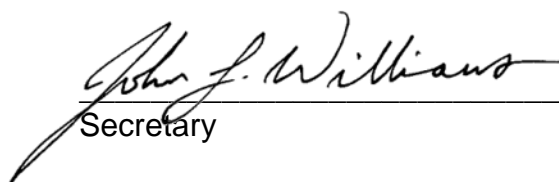
RESOLVED, That the Board of Directors be and is hereby authorized, in its discretion, to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amount and

for such consideration as from time to time shall be determined by the Board and as may be permitted by law.

The secretary was instructed to file with the minutes of this meeting, the following:

1. Waiver of notice of this meeting; and
2. Ballot of Directors.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.

  
Secretary

Date: December 13, 2021

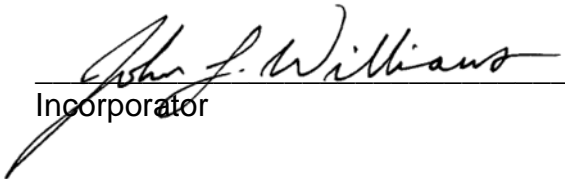


CALL AND WAIVER OF NOTICE  
OF  
MEETING OF INCORPORATOR  
OF  
Boston Pro Inc

I, the undersigned, being the incorporator of the above-captioned corporation, incorporated under the laws of the State of Delaware, hereby waive notice of the time, place and purpose of the first meeting of this corporation and call said meeting as follows:

Date: December 13, 2021  
Place: 1201 Orange Street, Suite 600  
Wilmington, DE 19801

I do hereby waive all the requirements of the statutes of Delaware, both as to notice of this meeting and publication thereof; and I do consent to the transaction of such business as may come before the meeting.

  
\_\_\_\_\_  
Incorporator

Date: December 13, 2021

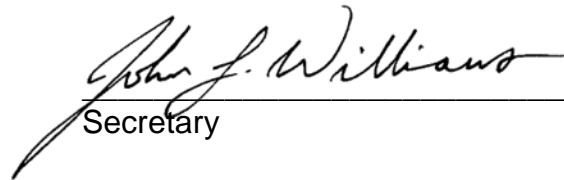
BALLOT FOR DIRECTORS  
OF  
Boston Pro Inc

Jane Mason

- 1 - Vote

---

Votes in Person - 1

  
Secretary

Date: December 13, 2021

## **EXHIBIT 5**



KEVIN W. WEBER  
Director

Gibbons P.C.  
One Gateway Center  
Newark, New Jersey 07102-5310  
Direct: (973) 596-4895 Fax: (973) 639-8372  
kweber@gibbonslaw.com

September 9, 2023

**VIA EMAIL & REGULAR MAIL**

Ms. Jane Mason  
26 Farragut Avenue  
Seaside Park, NJ 08752  
[Jane@secureinvestigation.com](mailto:Jane@secureinvestigation.com)

Tomaso R. DeNoia, Esq.  
DeNoia Tambasco & Germann  
501 Main Street  
Toms River, New Jersey 08753  
[Tomaso@dtgattorneys.com](mailto:Tomaso@dtgattorneys.com)

**Re: Secure Investigations, Inc.**

Dear Ms. Mason & Mr. DeNoia:

This firm represents David Whitaker (“Mr. Whitaker”). We write regarding the status of Secure Investigations, Inc. (“SI”). Please advise whether Mr. DeNoia represents Ms. Mason with respect to the matters outlined herein.

As you are aware, Mr. Whitaker and Ms. Mason each own 50% of the shares of SI. Recently, Mr. Whitaker became aware of Ms. Mason’s unauthorized attempts to alter the structure of SI, remove Mr. Whitaker as an officer of the company, and effectively freeze Mr. Whitaker out of the business. This letter provides notice to Ms. Mason to cease-and-desist her unlawful actions and to offer her the chance to prevent the filing of litigation, which will occur imminently absent her total and unequivocal agreement to undertake various actions outlined herein.

Ms. Mason’s actions have run afoul of several provisions of the New Jersey Business Corporation Act (“NJBCA”), N.J.S.A. 14A:1-1, *et seq.*, and constitute breaches of her fiduciary obligations owed to Mr. Whitaker and SI. These violations of law and duties, include but are not limited to: (i) misuse of corporate resources, such as using funds for an unsuccessful patent application, sponsorships, memberships, and personal travel; (ii) refusing to pursue business opportunities in violation of her obligations as CEO; (iii) failing to conduct scheduled, necessary Board and/or shareholder meetings; (iv) refusing to communicate with Mr. Whitaker regarding corporate governance issues; (v) failing to pay vendors; (vi) failing to file SI’s 2021 and 2022 tax returns in a timely fashion; (vii) changing corporate documents without appropriate authorization; (viii) making false representations about the company, such as representing that SI stopped attempting to collect millions of dollar owed; (ix) neglecting her day-to-day responsibilities as CEO; (xii) failing to disclose debts and liabilities; (xiii) intoxication during the work day and/or at professional functions. Ms. Mason’s conduct has been objectively unreasonable and substantially interferes with Mr. Whitaker’s rights and with SI’s ability to function and carry-on its business

GIBBONS P.C.

Ms. Jane Mason  
September 8, 2023  
Page 2

and constitute minority shareholder oppression under New Jersey law. *See* N.J.S.A. 14A:12-7 (minority shareholder oppression).

To avoid litigation, Ms. Mason must take the following actions by close of business on Friday September 15, 2023.

1. Re-execute and file the necessary corporate documents to reflect Mr. Whitaker's 50% ownership share, and officer/Board member status.
2. Provide Mr. Whitaker copies of all SI bank account statements and SI credit card statements from January 1, 2021 through August 31, 2023.
3. Provide Mr. Whitaker an itemization of any entries on the bank account statements and credit card statements that were for Ms. Mason's personal / non-business purposes.
4. Provide Mr. Whitaker a status update on all pending civil litigation matters and claims.

Absent Ms. Mason's compliance with the above requests, we intend to file an action in Chancery Court for injunctive relief and to dissolve SI. It is apparent that SI can no longer function under its current ownership and management structure, and Mr. Whitaker cannot stand by while Ms. Mason destroys the value of SI and exposes SI and Mr. Whitaker to liability. Mr. Whitaker reserves all rights. Please contact me if you wish to discuss this matter.

Very truly yours,



Kevin W. Weber

cc: David Whitaker (david.w@mepsvi.com)  
Joseph Balliro, Jr., Esq. (joeballirojr@gmail.com)