

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. THOMAS AND ST. JOHN

FATHI YUSUF,

Plaintiff,

v.

PETER'S FARM INVESTMENT
CORPORATION, SIXTEEN PLUS
CORPORATION, MOHAMMAD A.
HAMED, WALEED M. HAMED,
WAHEED M. HAMED, MUFEED M.
HAMED, AND HISHAM HAMED,

Defendants,

Case No.:2015-ST-CV- 344

ACTION FOR DISSOLUTION
AND OTHER RELIEF

JURY TRIAL DEMANDED

**MOTION AND MEMORNDUM IN SUPPORT OF MOTION TO TRANFER CASE
THIS ACTION TO THE DIVISION OF ST. CROIX**


COMES NOW the Plaintiff by counsel and hereby respectfully requests this Court to transfer this case to the St. Croix Division of the Superior Court. In support of this request, the Defendants respectfully point out the following facts to the Court, all of which are verified in the Declaration of Waleed M. Hamed, attached as **Exhibit 1**:

- The Plaintiff resides on St. Croix.
- Both named corporate defendants have their offices, with heir corporate records, on St. Croix, as noted in their respective articles of incorporation.
- Four of the five named individual Defendants reside on St. Croix.
- One Defendant, Mohammed Hamed, is in ill health. He owns 50% Peter's Farm and 10% of Sixteen Plus, Inc., and is on the Board of both corporations. As he resides on St. Croix, travel to St. Thomas to attend court would be extremely difficult for him.

- One corporation, Peter's Farm, owns three large tracts of land on St. Croix, totaling 430 acres, and one tract on St. Thomas of 139.8 acres (which has been listed for sale). Thus, the bulk of the assets that require distribution or partition are on St. Croix, so transfer to that court is needed to oversee this sale (or division of those properties).
- The second corporation, Sixteen Plus, Inc., owns several adjacent parcels that together make one very large waterfront property on St. Croix, totaling just over 325 acres, and two very small parcels on St. Thomas of .62 and .57 respectively, that are adjacent unimproved lots in Frenchman's Bay. In the event a dissolution is deemed appropriate, which is disputed, the parties could just each pick one of the two parcels on St. Thomas (Yusuf can have first pick), but the large tract on St. Croix would require the court to oversee a partition of it, which can be done, so the parties can each pick one-half of it (again, Yusuf can have first pick).
- The parties are already involved in two other lawsuits on St. Croix seeking to divide up two other jointly owned businesses. See, *Hamed v. Yusuf et al.*, STX-2102-cv-370 (Brady, J.)(involving the dissolution of the three Plaza Extra stores); *Yusuf v. Hamed et. al*, STX-13-cv-120 (Willocks, J.)(Involving Plessen Enterprises, Inc.)(motion pending to consolidate with case before Judge Brady).

Thus, for the reasons noted above, it is respectfully submitted that this Court transfer this case to the Division of St. Croix for further adjudication in that court.

Dated: September 15, 2015



Joel H. Holt, Esq. (Bar # 6)
Counsel for Plaintiff
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Tele: (340) 773-8709
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Carl J. Hartmann III, Esq.
Co-Counsel for Plaintiff
5000 Estate Coakley Bay,
Unit L-6
Christiansted, VI 00820
Email: carl@carlhartmann.com
Tele: (340) 719-8941

CERTIFICATE OF SERVICE

I hereby certify that on September 15, 2014 a true and accurate copy of the foregoing was served by email, as agreed by the parties, on:

Gregory Hodges
Stefan B. Herpel
Dudley, Topper and Feuerzeig
1000 Frederiksberg Gade – Box 756
St. Thomas, VI 00804

Nizar A. DeWood
The Dewood Law Firm
Eastern Suburb, Suite 101
Christiansted, VI 00820



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FATHI YUSUF,

Plaintiff,

v.

PETER'S FARM INVESTMENT
CORPORATION, SIXTEEN PLUS
CORPORATION, MOHAMMAD A.
HAMED, WALEED M. HAMED,
WAHEED M. HAMED, MUFEED M.
HAMED, AND HISHAM HAMED,

Defendants,

Case No.:2015-ST-CV-

ACTION FOR DISSOLUTION
AND OTHER RELIEF

JURY TRIAL DEMANDED

DECLARATION OF WALEED M. HAMED

I, WALLEED M. HAMED, declare, pursuant to 28 U.S.C. Section 1746, as follows:

1. I am one of the named defendants in this case and am personally familiar with the facts set forth herein.
2. The Plaintiff, Fathi Yusuf, resides on St. Croix.
3. Both named corporate defendants have their offices, with their corporate records, on St. Croix, as noted in their respective articles of incorporation. See **Exhibits A and B**.
4. Four of the five named individual Defendants, who are all family members of mine, reside on St. Croix.
5. One Defendant, Mohammed Hamed, is my father. He owns 50% Peter's Farm and 10% of Sixteen Plus, Inc. and is on the Board of both companies. He is in ill health and because he resides on St. Croix, travel to St. Thomas to attend court would be extremely difficult for him.



6. One corporation, Peter's Farm, owns three large tracts of land on St. Croix, totaling 430 acres, and one tract on St. Thomas of 139.8 acres (which has been listed for sale). Attached as **Exhibit C** are Google maps showing the location of these four properties. Thus, the bulk of the assets that require dissolution or partition are on St. Croix.
7. The second corporation, Sixteen Plus, Inc., owns several adjacent parcels that together make one very large waterfront property on St. Croix, totaling just over 325 acres, and two very small parcels on St. Thomas of .62 and .57 respectively, that are adjacent unimproved lots in Frenchman's Bay. Attached as **Exhibit D** are Google maps showing the location of these four properties.
8. In the event a dissolution is deemed appropriate, which is disputed, the Yusuf shareholders and the Hamed shareholders, who each own 50% of the corporation, could just each pick one of the two parcels on St. Thomas (Yusuf can have first pick).
9. However, the St. Croix waterfront property would require a court to oversee a partition of the multiple parcels that make up this once large tract, which can be done so that there are two equal size parcels, each of which would have an equal waterfront. The parties could then each pick one-half (again, Yusuf can have first pick).
10. The parties are already involved in two other lawsuits on St. Croix seeking to divide up two other jointly owned businesses. See, *Hamed v. Yusuf et al.*, STX-2102-cv-370 (Brady, J.) (involving the dissolution of the three Plaza Extra stores);

Yusuf v. Hamed et. al, STX-13-cv-120 (Willocks, J.)(Involving Plessen Enterprises, Inc.)(motion pending to consolidate with case before Judge Brady).

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

Dated: September 14, 2015



Waleed M. Hamed

At Ver. office
3-6-93 BSM
10:20 A.M.

ARTICLES OF INCORPORATION
OF
PETER'S FARM INVESTMENT CORPORATION

We, the undersigned, all being of lawful age, for the purpose of forming a corporation under and by, virtue of Title XIII of the Virgin Islands Code do hereby make, sign and acknowledge the following as its Articles of Incorporation.

FIRST: The name of the corporation (the "Corporation") is
Peter's Farm Investment Corporation

SECOND: The purposes for which the Corporation is formed are:

- (a) to acquire, develop, hold for investment, lease, sell and otherwise deal with property, both real and personal
- (b) To carry on the business described above and any other related or unrelated business and activity in the Territory of the Virgin Islands, in any state, territory, district, or dependency of the United States, or in any foreign country.
- (c) In general to do all, and everything necessary, proper and incidental to and for the accomplishment and attainment for the purposes enumerated, and to do any or all things herein set forth to the same extent as natural persons might do, either alone or in conjunction with any other persons, firms, associations, trust estate, agencies or corporations.
- (d) To do anything permitted in Sections 31 and 32 of the Title XIII of the Virgin Islands Code, as amended from time to time.

The foregoing clauses shall be construed as general objects, purposes and powers, and shall not be held to limit or restrict in any manner the powers of the corporation permitted by law.

THIRD: The total authorized capital stock of the Corporation is one thousand (1,000) shares without par value.

FOURTH: The minimum amount of capital with which the Corporation shall commence business is One Thousand Dollars (\$1,000.00).

FIFTH: The principal office of the Corporation in the Virgin Islands is 5 King Street Christiansted, St. Croix, VI 00820. The name and post office address of the resident agent of the Corporation in this Territory is Fathi Yusuf, PO Box 763, Christiansted, St. Croix, VI 00821, 92C Princess Hill, Christiansted, St. Croix, V.I. 00820.

SIXTH: The existence of the Corporation shall be perpetual.



SEVENTH: The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation but will never be less than three.

EIGHTH: No Stockholder of the Corporation shall have any preferential or preemptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

NINTH: To the full extent permitted under the Virgin Islands Code, as in effect on the date hereof, or as hereafter from time to time amended, no director or officer shall be liable to the Corporation or to its stockholders for money damages for any breach of any duty owed by such director or officer to the Corporation or any of its stockholders. Neither the amendment or repeal of this Article NINTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article NINTH, shall eliminate or reduce the protection afforded by this Article NINTH to a director or officer or former director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article NINTH would have accrued or arisen, prior to such amendment, repeal or adoption.


TENTH: The names and addresses of the incorporators are as follows:

Yusef I. Jaber
122E The Estate Whim
Frederiksted, St. Croix, USVI

Fathi Yusuf
72C PRINCESS HILL *F.Y.*
St. Thomas, USVI
2nd floor

Mohamad Hamed
6H CARLTON GARDEN *M.H.*
St. Thomas, USVI
2nd floor

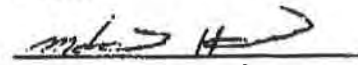
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 4th day of MARCH, 1995.



Yusef I. Jaber



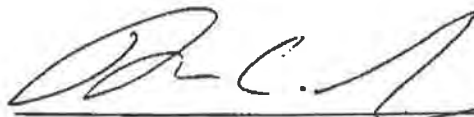
Fathi Yusuf



Mohamad Hamed

TERRITORY OF THE VIRGIN ISLANDS
DIVISION OF ST.CROIX

On this ^{March} February 5, 1995, before me personally appeared Yusef I. Jaber, Fathi Yusuf, and Mohamad Hamed who acknowledged the foregoing Articles of Incorporation to be their act and deed.



Notary Public

My Commission Expires:



GOVERNOR'S OFFICE
ADMINISTRATION
97 FEB 10 AM 11:53
RECEIVED

ARTICLES OF INCORPORATION
OF
SIXTEEN PLUS CORPORATION

We, the undersigned, all being of lawful age, for the purpose of forming a corporation pursuant to Title XIII of the Virgin Islands Code do hereby make, sign and acknowledge the following as its Articles of Incorporation.

FIRST: The name of the corporation (the "Corporation") is

SIXTEEN PLUS CORPORATION

SECOND: The purpose for which the Corporation is formed are:

(a) to acquire, develop, hold for investment, lease, sell, finance, and otherwise deal with property, both real and personal, including, without limitation, promissory notes and stocks;

(b) to carry on the business described above and any other related or unrelated business and activity in the Territory of the Virgin Islands, in any state, territory, district, or dependency of the United States, or in any foreign country;

(c) in general to do all, and everything necessary, proper and incidental to and for the accomplishment and attainment for the purposes enumerated, and to do any or all things herein set forth to the same extent as natural persons might do, either alone or in conjunction with any other persons, firms, associations, trust estate, agencies or corporations;

(d) to do anything permitted in Sections 31 and 32 of the Title XIII of the Virgin Islands Code, as amended from time to time;

The foregoing clauses shall be construed as general objects, purposes and powers, and shall not be held to limit or restrict in any manner the powers of the corporation permitted by law.

THIRD: The total authorized capital stock of the Corporation is One Thousand Six Hundred (1600) shares without par value.

FOURTH: The minimum amount of capital with which the Corporation shall commence business is One Thousand Six Hundred (\$1,600.00).

FIFTH: The principal office of the Corporation in the Virgin Islands is 4C & D Sion Farm, Christiansted, St. Croix, V.I. 00820. The name and post office address of the resident agent of the Corporation in this Territory is Waleed M. Hamed, 6-H Carlton's Garden,

EXHIBIT
B
Bloomberg No. 5208

Frederiksted, St. Croix, U.S. Virgin Islands 00840. The address for the Corporation is, Sixteen Plus Corporation, 4C & D Sion Farm, Christiansted, St. Croix, U S Virgin Islands 00820.

SIXTH: The existence of the Corporation shall be perpetual.

SEVENTH: The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation but will never be less than three.

EIGHT: No Stockholder of the Corporation shall have any preferential or preemptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

NINTH: To the full extent permitted under the Virgin Islands Code, as in effect on the date hereof, or as hereafter from time to time amended, no director or officer shall be liable to the Corporation or to its stockholders for money damages for any breach of any duty owed by such director or officer to the Corporation or any of its stockholders. Neither the amendment or repeal of this Article NINTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with the Article NINTH, shall eliminate or reduce the protection afforded by this Article NINTH to a director or officer or former director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article NINTH would have accrued or arisen, prior to such amendment, repeal or adoption.

TENTH: The names and addresses of the incorporators are as follows:

Maher F. Yusuf
4C & D La Grande Princess
Christiansted, St. Croix
U.S. Virgin Islands 00820

Waheed M. Hamed
C/O Plaza Extra
P.O. Box 503358
St. Thomas, U.S. Virgin Islands 00805

Waleed M. Hamed
6-H Carlton's Garden
Frederiksted, St. Croix, US Virgin Islands 00840

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 6th day of February, 1997.

Maher F. Yusuf

Waheed M. Hamed

Waleed M. Hamed

ACKNOWLEDGEMENT FOR INDIVIDUAL

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. CROIX)ss:
)

On this 6th day of February, 1997, before me the undersigned notary public, personally appeared Maher F. Yusuf, known to me (or satisfactorily proven) to be the persons whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Notary Public

ACKNOWLEDGEMENT FOR INDIVIDUAL

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. CROIX)ss:
)

On this 6th day of February, 1997, before me the undersigned notary public, personally appeared Waleed M. Hamed, known to me (or satisfactorily proven) to be the persons whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

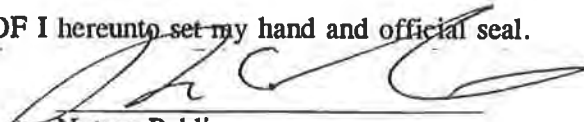
Notary Public

ACKNOWLEDGEMENT FOR INDIVIDUAL

TERRITORY OF THE VIRGIN ISLANDS)
)ss:
DISTRICT OF ST. CROIX)

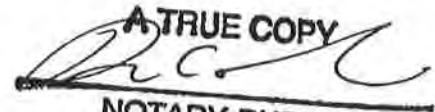
On this 6th day of February, 1997, before me the undersigned notary public, personally appeared **Waheed M. Hamed**, known to me (or satisfactorily proven) to be the persons whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.



Notary Public



A TRUE COPY

NOTARY PUBLIC
My Commission expires 10/25/97

Property Info

Abutters

US Virgin Islands

Help

Maps

? x

Base

Aerial Photo, 2010

Thematic Overlay

none

Legend

Printable Map

Link

Search Properties

? x

St Croix

eter's farm

3 properties found

Show All on Map

ETER'S FARM INVESTMENT COR

204900040400

PETERS FARM

ETER'S FARM INVESTMENT COR

401900010100

REM SPRING GARDEN

ETER'S FARM INVESTMENT COR

203500041400

REM 2 LONG PT&COTTON GRD

1

Sort by Owner

11464 ft

Blumberg No. 5208

EXHIBIT



Maps

Base

Aerial Photo, 2010

Thematic Overlay

none

Legend

Printable Map

Link

Search Properties

St Thomas

Peter's farm

16 properties found

Show All on Map

PETER'S FARM INVESTMENT CORP

102503010100
PERSEVERANCE WEST END QTR

PETER'S FARM INVESTMENT CORP

102503010100
PERSEVERANCE WEST END QTR

PETER'S FARM INVESTMENT CORP

102503010100
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PETER'S FARM INVESTMENT CORP

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PERSEVERANCE WEST END QTR

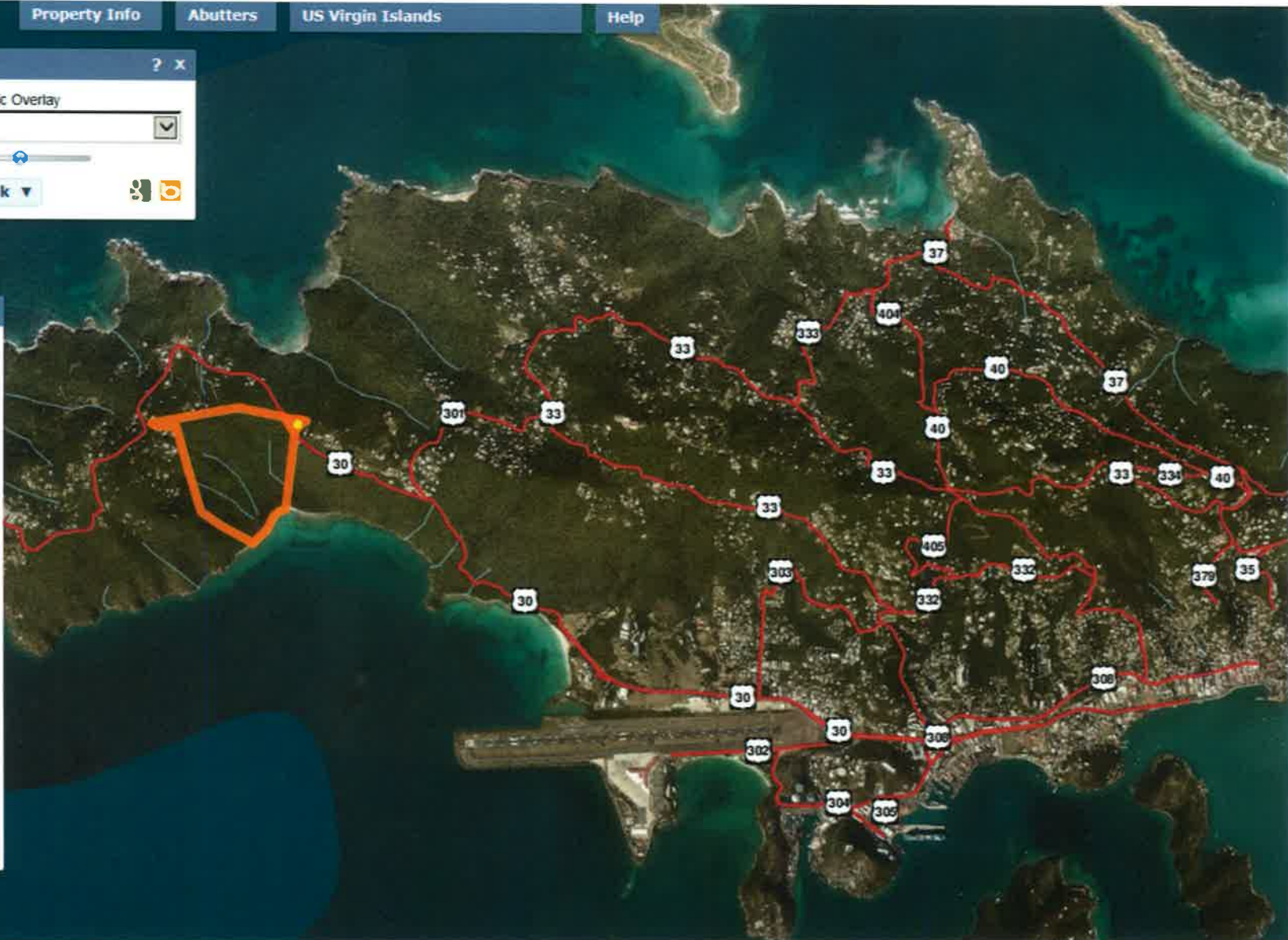
PETER'S FARM INVESTMENT CORP

102503010100
PERSEVERANCE WEST END QTR

1 2

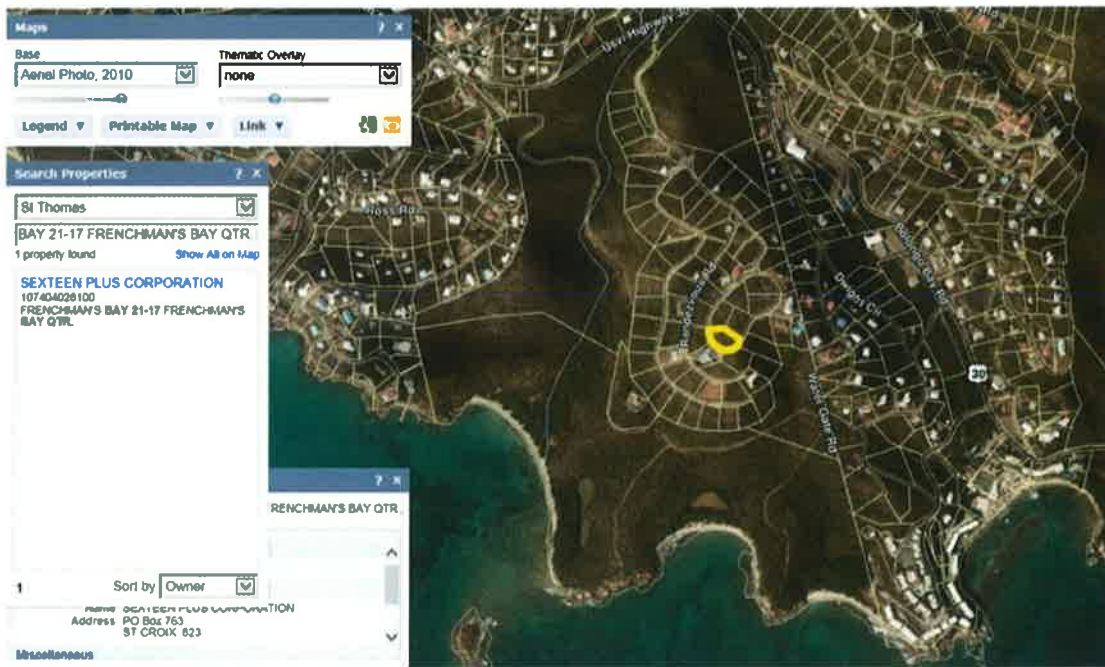
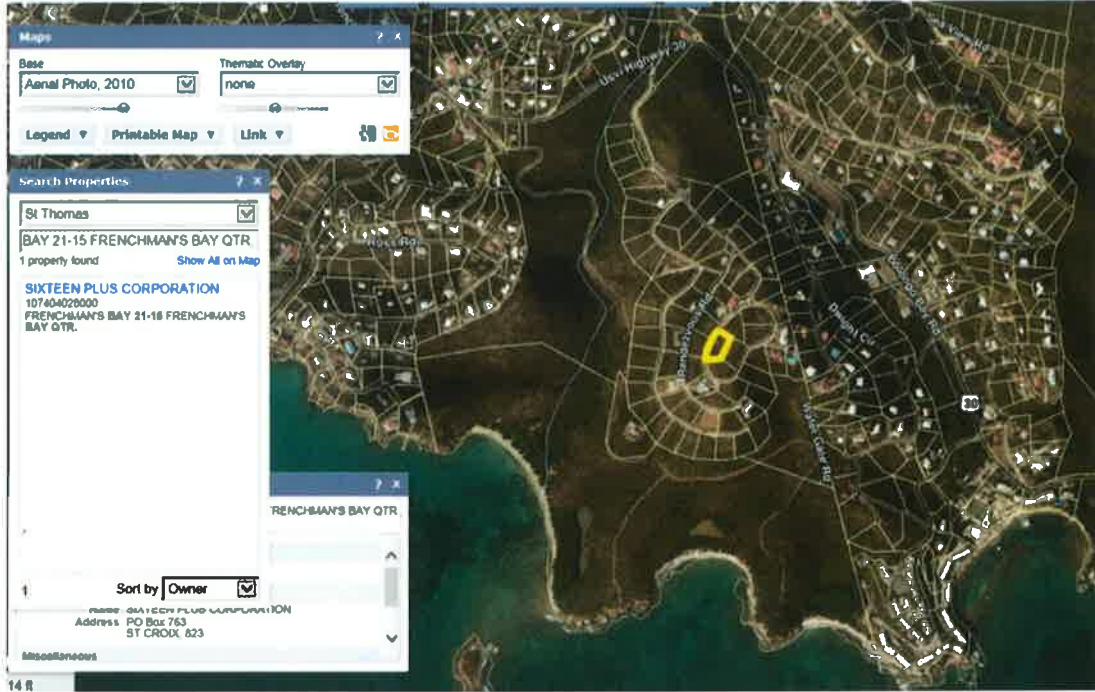
Sort by Owner

2856 ft



Parcels belonging to Sixteen Plus Corporation

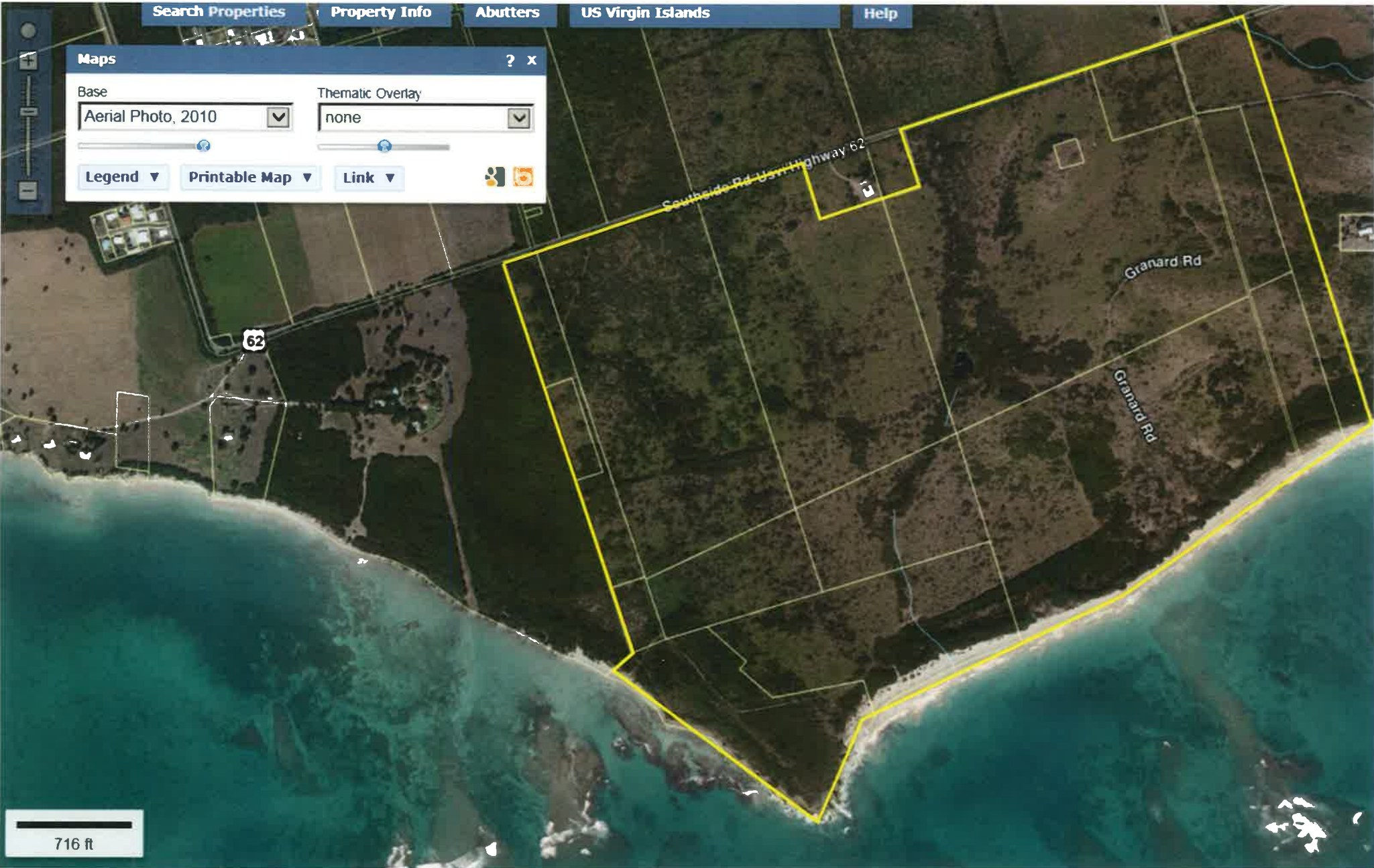
STT	1-07404-0280-00	FRENCHMAN'S BAY 21-15 FRENCHMAN'S BAY QTR.	0.62 acres
STT	1-07404-0281-00	FRENCHMAN'S BAY 21-17 FRENCHMAN'S BAY QTR.	0.57 acres



Maps ? x

Base: Aerial Photo, 2010
Thematic Overlay: none

Legend Printable Map Link



716 ft