

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

VALDEMAR PRADO and LILLIANA BUCUR,
 individually and as members and directors of **THE**
WORLD ASSOCIATION OF FORMER UNITED
NATIONS INTERNES AND FELLOWS, INC.,

Plaintiffs,

- against -

IBNE HASSAN and THE WORLD
ASSOCIATION OF FORMER UNITED
NATIONS INTERNES AND FELLOWS, INC.,

Defendants.

Index No.

SUMMONS

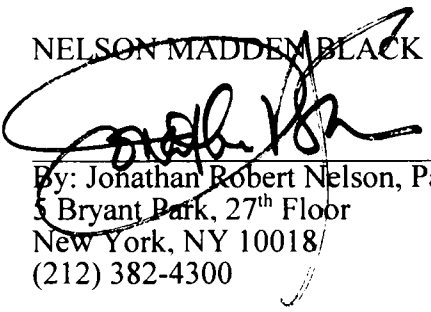
Venue is based on CPLR §503(c):
 Residence of The World Association of
 Former United Nations Internes and
 Fellows, Inc., in New York County

TO THE ABOVE-NAMED DEFENDANTS:

YOU ARE HEREBY SUMMONED to answer the Verified Complaint in this action and to serve a copy of your answer, or, if the Verified Complaint is not served with this Summons, to serve a Notice of Appearance, on the Plaintiff's attorneys within 20 days after service of this Summons, exclusive of the day of service (or within 30 days after service is complete if this Summons is not personally delivered to you within the State of New York); and in case of your failure to appear or answer, judgment will be taken against you by default for the relief demanded in the Verified Complaint.

**New York, New York
 December 20, 2017**

NELSON MADDEM BLACK LLP


 By: Jonathan Robert Nelson, Partner
 5 Bryant Park, 27th Floor
 New York, NY 10018/
 (212) 382-4300

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

VALDEMAR PRADO and LILLIANA BUCUR,
individually and as members and directors of THE
WORLD ASSOCIATION OF FORMER UNITED
NATIONS INTERNES AND FELLOWS, INC.,

Plaintiffs,

- against -

IBNE HASSAN and THE WORLD
ASSOCIATION OF FORMER UNITED
NATIONS INTERNES AND FELLOWS, INC.,

Defendants.

Index No.

VERIFIED COMPLAINT

PLAINTIFFS VALDEMAR PRADO AND LILLIANA BUCUR, individually and as directors and members on behalf of THE WORLD ASSOCIATION OF FORMER UNITED NATIONS INTERNES AND FELLOWS, INC., through their counsel, Nelson Madden Black LLP, hereby allege the following as and for their verified complaint against the Defendants, Ibne Hassan and THE WORLD ASSOCIATION OF FORMER UNITED NATIONS INTERNES AND FELLOWS, INC. (a nominal defendant):

Summary of Complaint

1. The Plaintiffs bring this complaint as a corporate derivative action in their capacities as members and directors of the defendant not-for-profit corporation, the World Association of Former United Nations Internes and Fellows (“WAFUNIF”). The individual defendant, Ibne Hassan, is the President of WAFUNIF. Mr. Hassan has betrayed his duties to WAFUNIF by operating it as his own private club. Instead of maintaining and building WAFUNIF’s international membership to serve the United Nations and its community of former interns and

fellows, Mr. Hassan has purged the membership list of all except a tiny coterie of cooperative and complaisant members, barely sufficient to supply a complete board of directors, who provide no oversight at all over his activities. He has diverted corporate assets and opportunities for personal use, using various schemes to sell United Nations visitor passes and pocketing the proceeds. He has neglected WAFUNIF's required financial reporting and any semblance of internal governance, and has abused his role as President to the point where the United Nations has suspended its issuance of visitor's passes to WAFUNIF members and designees. This action requests injunctive relief, an accounting and the appointment of a receiver for the purpose of restoring good governance and imposing some controls and reporting.

Parties

2. Plaintiff Dr. VALDEMAR PRADO (hereinafter, "Prado" or "Mr. Prado") is a resident of the City and State of New York. Mr. Prado is a director and member of The World Association of Former United Nations Internes and Fellows, Inc. ("WAFUNIF").
3. Plaintiff LILLIANA BUCUR (hereinafter, "Bucur" or "Ms. Bucur") is a resident of the City and State of New York. Ms. Bucur is a director and member of WAFUNIF.
4. Defendant IBNE HASSAN (hereinafter, "Mr. Hassan") is a resident of the State of New York. He resides at Coler Goldwater Specialty Hospital & Nursing Facility, 900 Main Street, Unit C44, New York, New York 10044. Since a date in 2009, and at all times hereinafter mentioned following such date, Mr. Hassan has been a director, member and President of WAFUNIF.
5. Defendant The World Association of Former United Nations Internes and Fellows, Inc. is

and at all times hereinafter mentioned was, a domestic not-for-profit corporation, duly organized and existing under and by virtue of the Not-For-Profit Corporation Law of the State of New York. WAFUNIF's corporate office is located within the United Nations headquarters building, with the following official address:

The World Association of Former United Nations Internes and Fellows, Inc.
c/o United Nations
2 United Nations Plaza
DC 2, Room CH 0370
New York, NY 10017

6. The Plaintiffs at all times hereinafter mentioned, and at the time of the transactions complained of, were and now are members of record of the defendant, WAFUNIF, and in number constitute at least five percent of the total membership of said corporation.

Jurisdiction

7. This court has jurisdiction over the instant matter because the facts giving rise to the complaint arose within the State of New York and because the gravamen of the complaint is that a New York not-for-profit corporation is being mismanaged and its assets looted.

Venue

8. Venue is correct in this court because the matter concerns the governance of a not for profit corporation that has its principal place of business in New York County.

Allegations Common to all Claims

9. Each year, approximately four thousand persons work for various United Nation ("U.N.") departments, agencies and affiliated organizations as fellows and interns. These persons

come from around the world. At the end of their internship and fellowship periods, many U.N. interns and fellows take part in careers in government, diplomacy, academics, international organizations and non-governmental organizations.

10. WAFUNIF was initially formed as an unincorporated association in or about 1979 on the initiative of the United Nations for the purposes, *inter alia*, of encouraging persons who had served as interns or fellows with U.N. units, especially those who had come from less developed countries, to continue to be involved with the U.N. after their internship ceased, and of encouraging more people to come from LDCs to work with the U.N.
11. In 1980, the U.N. caused WAFUNIF to become incorporated as a New York not-for-profit corporation. A copy of WAFUNIF's Charter and Bylaws is attached hereto as Exhibit "1."
12. WAFUNIF is an international organization. It was granted "association status" in 1980 by the U.N. Department of Public Information. The U.N. Economic and Social Council granted it a form of consultative status in 1981. The U.N.'s Conference on Trade and Development accorded WAFUNIF General Category consultative status in 1983.
13. According to WAFUNIF's Charter and Bylaws, persons who are former interns and fellows of the U.N. and its agencies and affiliates are eligible to become members of WAFUNIF.
14. Mr. Prado has been a member of WAFUNIF since 2003, has been appointed as WAFUNIF's representative to the United Nations Department of Public Information for the past ten years or longer, was elected a director of WAFUNIF in 2014 and reelected in 2015, and held a United Nations Permanent Ground Pass issued or authorized by

WAFUNIF for over 13 years until it was revoked by Defendant IBNE HASSAN in 2017.

15. Ms. Bucur has been a member of WAFUNIF for many years and has been a director of WAFUNIF since 2014. She also held a Permanent Ground Pass for many years until it was revoked by Defendant IBNE HASSAN in 2017.
16. WAFUNIF's Charter and Bylaws provide that its members are to elect new officers and directors every five years in a regular meeting of WAFUNIF's Assembly.
17. Under its Charter and Bylaws, WAFUNIF is required to have eighteen elected directors and an additional three directors, appointed by United Nations agencies. The U.N. directors are supposed to serve as monitors of WAFUNIF's operations and of the correctness of WAFUNIF's elections.
18. WAFUNIF's Board is required to have regular meetings immediately before and immediately after each quinquennial Assembly meeting "and at such other times as the Board of Directors shall decide."
19. In the five-year period between board meetings, WAFUNIF's Charter and Bylaws provide that the organization is to be directed by its Executive Board, which consists of its President, Treasurer and Secretary.
20. WAFUNIF's initial President, Dr. Hope White-Davis, served as President of the corporation from 1980 until her death from illness in 2009.
21. Under President White Davis, WAFUNIF actively participated in United Nations activities and served a large membership. On information and belief, WAFUNIF at one time had more than three thousand members in countries across the globe, and an

- endowment of over two million dollars.
22. Over the years of WAFUNIF's existence, its endowment was spent on programs and other things, and insufficient attention has been given to maintaining a substantial membership for WAFUNIF.
23. Upon Dr. White-Davis's death, Mr. Hassan, who was a director of WAFUNIF, told the other WAFUNIF directors that Dr. White-Davis had expressed a desire that he take over her role in WAFUNIF, and he took over control of WAFUNIF as its acting President. Mr. Hassan's takeover took place over the objections of several members who questioned the veracity of Mr. Hassan's statements.
24. In 2010, Mr. Hassan was elected President of WAFUNIF by its Assembly. On information and belief, approximately forty members participated in its 2010 Assembly.
25. Acting pursuant to his powers under the Charter and Bylaws, Mr. Hassan appointed Mr. Prado and Ms. Bucur as WAFUNIF directors *pro tempore* to serve until their successors were duly elected by the Assembly.
26. Mr. Hassan was re-elected as President, and Mr. Hassan, Mr. Prado and Ms. Bucur were elected as Directors of WAFUNIF by an Assembly held in 2015 in which at most, thirty members were permitted to participate, most of whom were elected to be a WAFUNIF board member at that meeting.
27. Mr. Hassan rigged WAFUNIF's 2015 elections so that he would win election to the presidency with a compliant board of directors.
28. According to its Charter and Bylaws, WAFUNIF is required to hold its quinquennial Assembly no later than the third quarter of its meeting year. Mr. Hassan failed to

schedule an Assembly prior to September 30, 2015. He finally scheduled the Assembly for December 22, 2015.

29. No WAFUNIF director intervened to require Mr. Hassan to cause the 2015 General Assembly to take place at the proper time.
30. Immediately prior to the 2015 Assembly, Mr. Hassan unilaterally and without proper cause dismissed approximately twenty members from WAFUNIF, without authorization from the Charter and Bylaws, and ignoring established procedure, because he believed that said members intended to attend the Assembly and vote for a slate of officers and directors that would not include him.
31. On information and belief, if Mr. Hassan had not dismissed the twenty dissident members, he would not have been re-elected as Director and President of WAFUNIF in 2015.
32. Prior to each Assembly, WAFUNIF is required to send out notices to each WAFUNIF member stating when and where the Assembly is to be held, and what will be on its agenda. The notices are required to be sent not less than ten days, nor more than fifty days, prior to the meeting. At the direction of Mr. Hassan, WAFUNIF's Secretary ignored this procedure. WAFUNIF sent notices only to a partial list of existing members, and the Executive Committee gave only two days' notice, containing little or no information about any agenda for the meeting.
33. Attached as Exhibit "2" is a complete list of the members whom Mr. Hassan notified of the 2015 Assembly. He sent notice of the Assembly to only twenty-one members, plus

four institutional recipients who were not entitled to vote. On information and belief, WAFUNIF had other members at the time of the Assembly who were then current members and who were entitled to receive notice, in addition to the twenty-one members who received notice and the twenty dismissed members, and if proper notice had been given to all of WAFUNIF's members, Mr. Hassan would not have been re-elected as a director or president of WAFUNIF.

34. On information and belief, Mr. Hassan received some members' mail-in ballots which he was required to count at the Assembly, but he did not count them, and destroyed them or simply disregarded them because they did not vote to elect him.
35. On information and belief, Mr. Hassan created fake ballots in his own favor at the 2015 Assembly. Multiple ballots that were cast at the meeting were in the handwriting of a single person - who was, on information and belief, Mr. Hassan himself.
36. Mr. Hassan has been incompetent and corrupt in his exercise of Presidential office in WAFUNIF.
37. As president, Mr. Hassan has neglected to send out dues notices to WAFUNIF's membership, and has failed to maintain a current list of WAFUNIF members. On information and belief, he has destroyed WAFUNIF's historic membership records, including eligibility records of hundreds if not thousands of former members, and he lost control of the remaining records when he was evicted from his apartment. Mr. Hassan had improperly removed said records from WAFUNIF's headquarters office to his own apartment.
38. Mr. Hassan has been hospitalized in a public charge hospital on Roosevelt Island, New

York, since he suffered some kind of physical crisis, which may have been a serious stroke, in or about June 2016. He lost his apartment after more than one year of hospitalization, and his goods (including WAFUNIF records which he had improperly removed to his apartment) were either destroyed by his landlord or placed in storage subject to landlord's and warehouseman's liens.

39. On information and belief, whatever the reason for Mr. Hassan's hospitalization, it has left him physically and mentally incompetent to perform his duties as president of WAFUNIF.
40. On information and belief, Mr. Hassan has no income from social security, no pension, and no savings. He is penniless and homeless, and these conditions interfere with his ability to perform his duties as president of WAFUNIF.
41. In addition to public and private charity, Mr. Hassan has misused his office as president of WAFUNIF to generate private income from WAFUNIF's assets and rights. One of WAFUNIF's very valuable perquisites as an international organization with an office in the United Nations campus has been its power to cause the United Nations to issue full-access entry passes to its directors, officers and members, and to certain other persons. On information and belief, Mr. Hassan has also used this power to sell security passes, through pass-through co-conspirators, to many individuals who desired to have entry to the United Nations for commercial purposes inconsistent with WAFUNIF's own corporate purposes. On information and belief he and his collaborators were paid thousands of dollars for each pass, and Mr. Hassan himself has received at least one

hundred thousand dollars through this scheme.

42. On information and belief, Mr. Hassan has also raised money for himself by allowing colleagues to use WAFUNIF's name to sell tickets costing thousands of dollars to foreign visitors for multi-day visits to the United Nations, and to award diplomas bearing WAFUNIF's name and symbols for participation in said visits – again, for business reasons inconsistent with the reasons for WAFUNIF's existence. In connection with this scheme, Mr. Hassan permitted a colleague to establish an office in Tokyo, purportedly in WAFUNIF'S name, but without authorization from WAFUNIF's board of directors or Assembly. On information and belief, Mr. Hassan has received at least fifty thousand dollars for this scheme.
43. On information and belief, Mr. Hassan has not recorded any of the money he has received for sale of passes and diplomas or of business opportunities as WAFUNIF income.
44. Indeed, it is not clear whether Mr. Hassan has kept any records of income and expenses for WAFUNIF since he first became president of the organization. Although WAFUNIF is required by law to create annual financial statements, Mr. Hassan has never sent any such statements to the board on information and belief.
45. On information and belief, Mr. Hassan has also failed to send truthful annual accounts and reports that are required by the United Nations Organization and in so doing has imperiled WAFUNIF's existence, its affiliation with the U.N., and its permission to keep an office in the United Nations Building.
46. On information and belief, Mr. Hassan has kept WAFUNIF's bank records to himself

and has not given WAFUNIF's current treasurer check writing authorization or access to current checking account information or blank checks for WAFUNIF's bank account, in frustration of the treasurer's powers to fulfill his duties of office under WAFUNIF's bylaws.

47. In 2016 and 2017, Plaintiffs Prado and Bucur confronted Mr. Hassan about the irregularities in WAFUNIF's elections and about his mismanagement of WAFUNIF. In response, Mr. Hassan circulated defamatory statements about the Plaintiffs to others on the Board of Directors.
48. However, Plaintiffs Prado and Bucur persisted. On or about June 30, 2017, Mr. Hassan signed an agreement authorizing Mr. Prado and Ms. Bucur, along with a third member, to constitute a special committee with authorization to reorganize WAFUNIF.
49. That agreement lasted only about ten days. On or about July 10, 2017, Mr. Hassan canceled the Plaintiffs' UN Permanent Ground Passes and repudiated the agreement. Without building passes, it became impossible for the Plaintiffs to access WAFUNIF's records or other materials in WAFUNIF's U.N. offices, including a desk that Plaintiff Prado had been using for WAFUNIF business for the past fifteen years, and Mr. Prado's computer.
50. Due in part to Mr. Hassan's changes of mind concerning the issuance of building passes, and to concerns over possible improprieties in the issuance of building privileges, the U.N. security office has temporarily suspended WAFUNIF's ability to authorize building passes for the U.N., starting in July 2017.

51. Plaintiffs contacted the United Nations requesting its intervention in support of their concerns over Defendant's misuse of his authority as president of WAFUNIF. The United Nations representatives directed Plaintiffs to use the mechanism of the courts of New York State to resolve what the U.N. considers to be an internal governance dispute.
52. Plaintiffs have not asked the Board of Directors to intervene in these matters, for several reasons. First, WAFUNIF's board must be unanimous in order to make a decision without meeting. Since Mr. Hassan is a director, and would surely vote against any proposal to discipline or remove himself, the board could only act to authorize suit against Mr. Hassan in an actual physical meeting.
53. WAFUNIF's board of directors is not likely to acquiesce in holding a special meeting. It has been a more or less inactive entity for at least the past ten years. According to the organization's Charter and Bylaws, the only times when they are required to meet are immediately before and after the Assembly, which takes place only every five years. On information and belief, WAFUNIF's board of directors may not have held a "special meeting" in its 37 years of existence. The board did not even hold the regular meeting the Bylaws required it to conduct prior to the 2015 Assembly. The board's current members are almost entirely elderly, and most of them are retired. They live in Ghana, Belarus, Canada, India, Germany and Brazil, as well as in the United States. A special meeting would be extremely inconvenient, if not impossible, for most of the board's members.
54. Moreover, the current board and membership were hand-picked by Mr. Hassan to elect him to the presidency and to support his incumbency. Without attributing any active impropriety to any of them, Plaintiffs submit that it is extremely unlikely that the current

board would be willing to support a lawsuit to enforce the corporation's rights against Mr. Hassan or to depose him from office.

55. Plaintiffs are excused from any requirement to make demand on WAFUNIF's board because, on information and belief, it would futile to do so. While the situation calls for action, the current board of WAFUNIF would not take action to restore active, good governance to WAFUNIF. The board is incapable of effective action. WAFUNIF's condition requires strong affirmative action to create a more responsible governance structure, restore the organization's membership and budget, raise funds, and renew WAFUNIF's mission to serve the U.N. Organization and its alumni of ex-interns and fellows.

FIRST CAUSE OF ACTION: BREACH OF FIDUCIARY DUTY BY NEGLECT

56. Plaintiffs repeat and re-allege the allegations set forth in paragraphs 1 through 55 herein as if expressly restated herein.
57. The claims raised in the instant cause of action are brought and prosecuted by the plaintiffs in their behalf and in behalf of and for the benefit of all other members of the defendant corporation, similarly situated, who may desire to come in and contribute to the action, and in the right of the defendant corporation, WAFUNIF.
58. On information and belief, PRADO and BUCUR now comprise more than five percent of the current membership of WAFUNIF, and have at all time hereinafter mentioned been members of the defendant WAFUNIF, and therefore have standing to bring the claims raised in this Cause of Action pursuant to Not-For-Profit Corporation Law § 623.

59. At all times hereinafter mentioned, Defendant IBNE HASSAN was an officer of Defendant WAFUNIF, to wit, its President.
60. Defendant IBNE HASSAN owes a fiduciary duty to WAFUNIF by virtue of his position as president of the corporation.
61. Defendant IBNE HASSAN breached his fiduciary duty by permitting the membership of WAFUNIF to fall to its current level of twenty-one members by, inter alia, failing to recruit additional members or to respond to eligible persons who wished to join.
62. Defendant IBNE HASSAN breached his fiduciary duty by failing to keep a complete and up to date membership list.
63. Defendant IBNE HASSAN breached his fiduciary duty by failing to record the receipt of income for WAFUNIF, failing to keep accurate statements of account including income and expenses, and failing to create and publish financial statements for WAFUNIF.
64. Defendant IBNE HASSAN breached his fiduciary duty by storing WAFUNIF records in his private residence and then permitting said records to be impounded, lost or destroyed as a result of his eviction from his residence.
65. Defendant IBNE HASSAN breached his fiduciary duty by failing to provide banking records and signing power to WAFUNIF's treasurer, thereby rendering impossible for the treasurer to perform any of his duties relating to reporting and corporate accountability.
66. Defendant IBNE HASSAN breached his fiduciary duty by failing to file Form 990 or 990-EZ with the United States Internal Revenue Service for the years 2010 to date.
67. Defendant IBNE HASSAN breached his fiduciary duty by failing to send annual reports and statements of account to the United Nations as required.

68. Defendant breached his fiduciary duty by failing to hold WAFUNIF's 2015 Quinquennial General Assembly prior to the end of the third calendar quarter of 2015 as required by WAFUNIF's bylaws.
69. Defendant IBNE HASSAN breached his fiduciary duty by failing to provide timely and complete notice of WAFUNIF's 2015 Quinquennial General Assembly to WAFUNIF's entire membership.
70. Defendant IBNE HASSAN breached his fiduciary duty by failing to schedule and hold a board of directors' meeting for WAFUNIF prior to the 2015 Quinquennial General Assembly.

WHEREFORE, Plaintiffs demand judgment removing Defendant IBNE HASSAN from the offices of President and director of WAFUNIF, and requiring him forthwith to turn over all books, records, papers, checkbooks, checks, bank account information, office keys, identification cards, data, information, and other assets belonging to WAFUNIF, to the corporation.

**SECOND CAUSE OF ACTION:
BREACH OF FIDUCIARY DUTY BY AFFIRMATIVE MISCONDUCT**

71. Plaintiffs repeat and re-allege the allegations set forth in paragraphs 1 through 70 herein as if expressly restated herein.
72. The claims raised in the instant cause of action are brought and prosecuted by the plaintiffs in their behalf and in behalf of and for the benefit of all other members of the defendant corporation, similarly situated, who may desire to come in and contribute to the action, and in the right of the defendant corporation, WAFUNIF.
73. Defendant IBNE HASSAN breached his fiduciary duty by dismissing members from

- WAFUNIF without justification and without following proper procedures.
74. Defendant IBNE HASSAN breached his fiduciary duty by dismissing directors from WAFUNIF without justification and without following proper procedures.
75. Defendant IBNE HASSAN breached his fiduciary duty by destroying ballots cast by WAFUNIF members in the 2015 election, by fabricating ballots in said election, by conducting the election without conforming to the rules of WAFUNIF's Charter and Bylaws concerning elections, and by failing to give proper notice of said election to WAFUNIF's membership.
76. Defendant IBNE HASSAN breached his fiduciary duty by destroying WAFUNIF records, including without limitation, membership records.
77. Defendant IBNE HASSAN breached his fiduciary duty by denying United Nations building passes to WAFUNIF directors, including, among others, PRADO and BUCUR.
78. Defendant IBNE HASSAN breached his fiduciary duty by authorizing the issuance of valuable United Nations passes to persons who had no legitimate connection to WAFUNIF or its purposes, in return for money or other valuable consideration that was received by him personally, and not on behalf of WAFUNIF.
79. Defendant IBNE HASSAN breached his fiduciary duty by permitting WAFUNIF members to use WAFUNIF's name and logo and sponsorship for purposes of private gain in ways that had no legitimate connection to WAFUNIF.
80. Defendant IBNE HASSAN has breached his fiduciary duty by abusing WAFUNIF's UN pass authorization privilege so egregiously that the UN Security Office has suspended the issuance of passes to WAFUNIF members until WAFUNIF has solved its governance

problem.

81. On information and belief, Defendant IBNE HASSAN's conduct has caused financial damages to WAFUNIF, by causing WAFUNIF's dues revenues to decrease to practically nothing, by personally receiving consideration from collaborators to whom he licensed the use of WAFUNIF's name and logo that rightfully belonged to WAFUNIF, and by personally receiving consideration from the authorization of United Nations admission passes that rightfully should have gone to WAFUNIF.

82. Plaintiffs have no adequate remedy at law for the wrongs hereinbefore mentioned.

WHEREFORE, Plaintiffs demand that Defendant IBNE HASSAN provide an accounting to WAFUNIF for all income that he has received from the illicit use of WAFUNIF assets and from the abuse of his position, and that the Court enter judgment against Defendant IBNE HASSAN for the damages which the defendant, WAFUNIF, has sustained by reason of the matters heretofore stated and set forth, as may be ascertained and determined; and that the defendant, Ibne Hassan, be adjudged and decreed to pay and to restore the amount of said damages to the defendant, WAFUNIF, for the monies and any and all properties and profits wrongfully misappropriated, gained or received by him and for all other wrongful acts committed by him, and that all the monies, properties or profits gained or received from the defendant, WAFUNIF, by the defendant, Mr. Hassan, by reason of the acts complained of herein, be adjudged to held in trust for the defendant, WAFUNIF, for the benefit of said WAFUNIF, and for such other and further relief as may be just and proper in the premises, together and the costs and reasonable expenses of the action including reasonable attorney's fees

pursuant to Section 623(e) of the Not-For-Profit Corporation Law.

**THIRD CAUSE OF ACTION: ACCOUNTING FOR
MISAPPROPRIATION AND WASTE OF ASSETS**

83. Plaintiffs repeat and re-allege the allegations set forth in paragraphs 1 through 82 herein as if expressly restated herein.
84. WAFUNIF, by the individual plaintiffs herein, repeats and re-alleges the allegations set forth in paragraphs 1 through 88 herein as if expressly restated herein.
85. At all times hereinafter mentioned, and at the present time, Plaintiffs were and are directors of Defendant WAFUNIF.
86. At all times hereinafter mentioned, Defendant IBNE HASSAN was an officer of Defendant WAFUNIF, to wit, its President.
87. The bylaws of the defendant corporation conferred upon Defendant IBNE HASSAN as President, among other duties and powers, the care and custody of all corporate funds and other assets, which he was duty bound to deposit in the accounts belonging to the corporation and to devote to the purposes of the corporation and to no other purposes.
88. On information and belief, Defendant IBNE HASSAN used WAFUNIF corporate funds for personal uses, paying the same to himself and to his personal creditors without authorization from the board of directors and in violation of his duty to the corporation.
89. On information and belief, Defendant IBNE HASSAN conspired with others to permit them to use WAFUNIF's name and corporate identity to establish a private office in Japan for the purpose of profiting from the sale of extended visits to United Nations Headquarters in New York, and issuing WAFUNIF diplomas for such visits, trading

upon WAFUNIF's corporate identity and its corporate privilege to authorize and request the issuance of United Nations building passes, which privilege is a valuable WAFUNIF asset. Mr. Hassan has also permitted the Japanese organization to raise donations in WAFUNIF's name, without any accountability to WAFUNIF or any clear agreement as to how much of the money raised would be provided to WAFUNIF.

90. On information and belief, Defendant IBNE HASSAN and one or more foreign entrepreneurs entered into an agreement and devised a scheme wherein and whereby Defendant IBNE HASSAN, by virtue of his corporate office but without authorization from WAFUNIF's board of directors, authorized his overseas co-conspirators to open a private office in Japan, using WAFUNIF's name and corporate identity, for the purpose of running a business to profit from the promotion of business trips to the United Nations for business persons seeking to use WAFUNIF's visitor passes to give them unfettered access to diplomats and international organization personnel working at the United Nations Headquarters in New York City, it being agreed that Defendant IBNE HASSAN would personally share in the profits of said venture without any consideration being paid to defendant WAFUNIF.
91. The aforesaid scheme and the acts of Defendant IBNE HASSAN as aforesaid in furtherance thereof were wrongful and were made collusively, deceitfully, surreptitiously and furtively and that said acts were made and are in violation of sections 717 and 720 of the Not-For-Profit Corporation Law of the State of New York.
92. That the acts aforesaid were made knowingly by Defendant IBNE HASSAN and his co-

conspirators with the intent to deprive defendant WAFUNIF, its members and creditors of valuable assets and profit and for the sole purpose of unlawfully enriching said Defendant IBNE HASSAN and his co-conspirators at the expense of the defendant WAFUNIF, its members and creditors.

93. On information and belief, Defendant IBNE HASSAN personally received at least fifty thousand dollars, and his co-conspirators received a much greater amount of money, in the course of the UN-visit scheme, which moneys should properly have been revenue belonging to WAFUNIF. However, Mr. Hassan and his co-conspirators kept the money for themselves instead of paying it to WAFUNIF.
94. On information and belief, Defendant IBNE HASSAN also conspired unlawfully with others to sell United Nations admissions passes directly to individuals who were not members of WAFUNIF and who were not eligible for membership in WAFUNIF. On information and belief, Defendant IBNE HASSAN received at least one hundred thousand dollars in total from his illicit misuse of WAFUNIF's assets over the past six years, while WAFUNIF received no revenue for such use of its corporate assets and opportunities.
95. On information and belief, any such revenue rightfully belonged to WAFUNIF. However, Defendant IBNE HASSAN has not paid any such revenue to WAFUNIF, but instead has wrongfully diverted any and all such revenue to his personal use.
96. The Plaintiffs have demanded that Defendant IBNE HASSAN restore all such moneys hereinbefore mentioned to WAFUNIF, but said Defendant IBNE HASSAN has refused to do so.

97. Plaintiffs have no adequate remedy at law.

WHEREFORE, Plaintiffs demand judgment,

(A) That Defendant IBNE HASSAN render to plaintiffs a just and full accounting of all moneys taken, received and disbursed by him and his co-conspirators, including without limitation all moneys expended or received in connection with the office established in Japan under WAFUNIF's name;

(B) That Defendant IBNE HASSAN render to plaintiffs a just and full accounting of all United Nations visitors passes which WAFUNIF has authorized and/or requested during his terms of office as President of the organization, fully identifying the persons who received such passes and accounting for all consideration given by such persons in return for the issuance of such passes;

(C) Against the Defendant IBNE HASSAN for all sums of money converted by him; for all sums of money realized by reason of the use of the moneys and assets so converted; and that Defendant IBNE HASSAN be directed to hand over and restore to the defendant WAFUNIF the amount of losses if any; and

(D) For such other and further relief as to this Court may seem just and proper together with costs and disbursements including reasonable attorney's fees.

FOURTH CAUSE OF ACTION: APPOINTMENT OF TEMPORARY RECEIVER

98. WAFUNIF, by the individual plaintiffs herein, repeats and re-alleges the allegations set forth in paragraphs 1 through 97 herein as if expressly restated herein.

99. Plaintiffs, as members of WAFUNIF, have the right to apply for appointment of a

receiver pursuant to Section 1202(a)(3) of the New York Not For Profit Corporations Law.

100. On information and belief, the appointment of a receiver is necessary to preserve the assets of the defendant WAFUNIF, and for the purpose of rebuilding its membership and conducting a special meeting for the election of new directors and officers.
101. The current directors and officers were elected pursuant to a tainted election and they have done nothing to prevent the Defendant IBNE HASSAN from wasting, misusing and dissipating WAFUNIF's assets. Except for the Plaintiffs, they have exercised no effective oversight over the activities of Defendant IBNE HASSAN.
102. On information and belief, there are no officers within this State who are qualified to administer the assets of WAFUNIF.
103. On information and belief, unless a receiver is appointed to administer the affairs and assets of WAFUNIF, its property will be depleted, wasted or materially injured or destroyed to the irreparable damage of its members and creditors.
104. No previous application has been made for the relief requested herein.

WHEREFORE, on behalf of the Plaintiffs acting on behalf of defendant WAFUNIF, it is respectfully requested:

(A) That a receiver of the assets of the corporation WAFUNIF be appointed;

(B) That the order appointing a receiver, in addition to the usual provisions, direct the receiver to take all action necessary to protect and preserve the property of WAFUNIF, to restore and increase its membership, and to conduct a special membership meeting for the appointment of new directors and officers;

(C) That the Defendant IBNE HASSAN be restrained and enjoined from exercising any powers or privileges or other perquisites of office as President of WAFUNIF and from transferring or in any way interfering with the property of the corporation;

(D) That the Defendant WAFUNIF be restrained and enjoined for transferring any property of the corporation except through the receiver, unless with prior approval of this Court; and

(E) That such other and further relief be granted as to the Court may seem just and proper.

**FIFTH CAUSE OF ACTION:
INJUNCTIVE RELIEF**

105. Plaintiffs repeat and re-allege the allegations set forth in paragraphs 1 through 104 herein as if expressly restated herein.
106. Defendant's HASSAN's misconduct in the use of United Nations building passes has led to the suspension of WAFUNIF's power to authorize and request the issuance of such passes.
107. During the pendency of the instant litigation, defendants should be enjoined from the authorization and request of UN building passes to anyone other than current WAFUNIF members, including the Plaintiffs.
108. In addition, Plaintiffs ask that WAFUNIF be directed to re-issue UN Permanent Ground Passes to Plaintiffs, to enable them to perform important and necessary tasks on behalf of WAFUNIF during the pendency of the instant litigation and thereafter.

WHEREFORE, on behalf of the Plaintiffs individually and acting on behalf of defendant

WAFUNIF, it is respectfully requested:

- (A) That defendants be enjoined from the authorization and request of UN visitor passes to anyone other than current WAFUNIF members, including the Plaintiffs.
- (B) That WAFUNIF be directed to issue UN visitor passes to current WAFUNIF members, including the Plaintiffs.

SUMMARY OF RELIEF REQUESTED

PLAINTIFFS respectfully request that the Court order the following relief against the Defendants:

WITH RESPECT TO THE FIRST CAUSE OF ACTION:

Plaintiffs demand judgment removing Defendant IBNE HASSAN from the offices of President and director of WAFUNIF, and requiring him forthwith to turn over all books, records, papers, checkbooks, checks, bank account information, office keys, identification cards, data, information, and other assets belonging to WAFUNIF, to the corporation.

WITH RESPECT TO THE SECOND CAUSE OF ACTION:

Plaintiffs demand that Defendant IBNE HASSAN provide an accounting to WAFUNIF for all income that he has received from the illicit use of WAFUNIF assets and from the abuse of his position, and that the Court enter judgment against Defendant IBNE HASSAN for the damages which the defendant, WAFUNIF, has sustained by reason of the matters heretofore stated and set forth, as may be ascertained and determined; and that the defendant, Ibne Hassan, be adjudged and decreed to pay and to restore the amount of said damages to the defendant, WAFUNIF, for the monies and any and all

properties and profits wrongfully misappropriated, gained or received by him and for all other wrongful acts committed by him, and that all the monies, properties or profits gained or received from the defendant, WAFUNIF, by the defendant, Mr. Hassan, by reason of the acts complained of herein, be adjudged to held in trust for the defendant, WAFUNIF, for the benefit of said WAFUNIF, and for such other and further relief as may be just and proper in the premises, together and the costs and reasonable expenses of the action including reasonable attorney's fees pursuant to Section 623(e) of the Not-For-Profit Corporation Law.

WITH RESPECT TO THE THIRD CAUSE OF ACTION:

Judgment:

(A) That Defendant IBNE HASSAN render to plaintiffs a just and full accounting of all moneys taken, received and disbursed by him and his co-conspirators, including without limitation all moneys expended or received in connection with the office established in Japan under WAFUNIF's name;

(B) That Defendant IBNE HASSAN render to plaintiffs a just and full accounting of all United Nations visitors passes which WAFUNIF has authorized and/or requested during his terms of office as President of the organization, fully identifying the persons who received such passes and accounting for all consideration given by such persons in return for the issuance of such passes;

(C) Against the Defendant IBNE HASSAN for all sums of money converted by him; for all sums of money realized by reason of the use of the moneys and assets so

converted; and that Defendant IBNE HASSAN be directed to hand over and restore to the defendant WAFUNIF the amount of losses if any; and

(D) For such other and further relief as to this Court may seem just and proper together with costs and disbursements including reasonable attorney's fees.

WITH RESPECT TO THE FOURTH CAUSE OF ACTION:

(A) That a receiver of the assets of the corporation WAFUNIF be appointed;

(B) That the order appointing a receiver, in addition to the usual provisions, direct the receiver to take all action necessary to protect and preserve the property of WAFUNIF, to restore and increase its membership, and to conduct a special membership meeting for the appointment of new directors and officers;

(C) That the Defendant IBNE HASSAN be restrained and enjoined from exercising any powers or privileges or other perquisites of office as President of WAFUNIF and from transferring or in any way interfering with the property of the corporation;

(D) That the Defendant WAFUNIF be restrained and enjoined for transferring any property of the corporation except through the receiver, unless with prior approval of this Court; and

(E) That such other and further relief be granted as to the Court may seem just and proper.

WITH RESPECT TO THE FIFTH CAUSE OF ACTION:

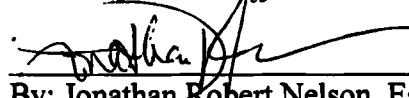
(A) That defendants be enjoined from the authorization and request of UN visitor passes to anyone other than current WAFUNIF members, including the Plaintiffs.

(B) That WAFUNIF be directed and enjoined to issue UN visitor passes to current

WAFUNIF members, including the Plaintiffs.

New York, New York
December 20, 2017

Respectfully submitted,
NELSON MADDEN BLACK LLP
Counsel for Plaintiffs


By: Jonathan Robert Nelson, Esq.
5 Bryant Park, 27th Floor
New York, NY 10018
(212) 382-4300

VERIFICATION

STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

The undersigned DR. VALDEMAR PRADO being duly sworn, deposes and says he is a plaintiff in the within action, and has read the foregoing Verified Complaint and knows the contents thereof, that the same is true of his own knowledge, except as to the matters therein stated to be alleged on information and belief, and that as to those matters he believes them to be true.


DR. VALDEMAR PRADO

Sworn to this 20th day of December, 2017


NOTARY PUBLIC

JONATHAN R. NELSON
NOTARY PUBLIC-STATE OF NEW YORK
No. 02NE6217208
Qualified in New York County
My Commission Expires February 08, 2018