

**HEISSON BRIDGE TAX/ACCOUNTING SERVICE
PAULINE WITTHAUER EA
PO BOX 1137
BATTLE GROUND, WA 98604
(360) 687-7079**

August 17, 1998

To the Members of The Traditional Cat Association, Inc.

I am Pauline Witthauer and I have operated Heisson Bridge Tax Accounting for 17 years and I am not affiliated with your group known as The Traditional Cat Association Inc.

Diana Fineran requested that I count your ballots for your current election. I have completed that count as follows:

1. Affirming that the Traditional Cat Association, In. is a Non-Profit corporation incorporated in the State of Washington.
Yes Votes 49 No Votes 0 Abstained 4
2. Vote to Remove current board
Yes Votes 50 No Votes 3 Abstained 0
3. Vote to replace current board with a new Board consisting of Jessee Province as President, Debra Wannschaff as Vice President, Diana Fineran as Secretary, John Fineran as Treasurer, and as Board: Dianne M. Cott, Karin Donoyan, Barbara Erickson, Marjory Griswold, Jeanne Hill and Thelma Lawless. The term of office for our new Board will begin now and end February 1, 2001. The next elections will be held in October 2000.
Yes Votes 50 No Votes 1 Abstained 2

All three issues of the Special Meeting of the Members on August 5, 1998 for the Traditional Cat Association, Inc. have passed and are now in affect.

Sincerely,

Pauline Witthauer

Pauline Witthauer EA

OCTOBER 24, 1998

Traditional Cat Association, Inc.

RE: Traditional Cat Association, Inc.'s Current Governing Body

Dear Traditional Cat Association, Inc.'s Current Governing Body

As you may be aware, this office represents the interests of the Traditional Cat Association, Inc. (TCA). In an effort to help clear up the substantial confusion regarding the governance of TCA, I have been asked to evaluate and summarize the propriety of the steps taken to remove the prior TCA board.

To this end, following is a brief summary of the law governing TCA's existence and procedures, and the steps that were taken within the past several months to remove the prior board.

In March of 1997, TCA was duly re-incorporated in the State of Washington under R.C.W. 24.03, the Washington Nonprofit Corporation Act (WNCA). Such re-incorporation had taken place twice before during TCA's 12-year existence when the TCA headquarters had been relocated to a new state. In each instance, there were no objections raised by the membership, and TCA continued on without interruption, allowing its prior incorporation to lapse and become a shell.

As in most states' corporate statutes, under the WNCA, unless affirmatively displaced by permissible provisions in a nonprofit corporation's constitution, the provisions of this statute govern the administrative activities of all such corporations. In other words, where a provision for a certain action is absent from the bylaws, the statute controls.

SUMMARY OF GOVERNING LAW

REMOVAL OF DIRECTORS: Beyond Impeachment, which is a disciplinary provision, the TCA bylaws do not contain a means by a director may be removed, therefore, WNCA controls. WNCA provides:

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[i]f the articles of incorporation provide for the election of any director or directors by members, then in the absence of any provision regarding removal of directors:

(1) Any director elected by members may be removed, with or without cause, by two-thirds of the votes cast by members having voting rights with regard to the election of any director ... R.C.W. 24.03.103.

SPECIAL MEETING: The TCA bylaw do not contain a provision for calling special meetings of the general membership, therefore, WNCA controls. Under WNCA:

[s]pecial meetings of the members may be called by the president or by the board of directors. Special meetings of the members may also be called by such other officers or persons or number or proportion of members as may be provided in the articles of incorporation or the bylaws. *In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having one-twentieth of the votes entitled to be cast at such meeting.* R.C.W. 24.03.075 (emphasis added).

QUORUM (NUMBER REQUIRED FOR A VALID VOTE): "[m]embers holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum." WNCA, R.C.W. 24.03.090.

NOTICE OF MEETING: Pursuant to WNCA, notice of members' meetings, if by mail, is to be posted not fewer than 10, but not more than 50 days before the scheduled meeting. The notice must include the time and purpose of the meeting. R.C.W. 24.03.080.

STEPS TAKEN TO REMOVE PRIOR BOARD

CALL FOR SPECIAL MEETING: Between the 19th and 23rd of July, 1998, 14 members of TCA requested in writing a "special meeting of the members of the Traditional Cat Association, Inc.. At that time, TCA had fewer than 200 members, therefore, the proportion of members requesting the special meeting was greater than one-tenth, exceeding the 1/20th required, thereby constituting a proper call for a special meeting.

NOTICE OF SPECIAL MEETING: On September 24, 1998, a Notice of Members' Meeting was mailed out from the TCA headquarters in Battle Ground, Washington to the entire TCA membership. The notice included the date of the meeting, August 5, 1998, and the purpose as well (see copy attached). This occurred 12 days prior to the date of the special meeting thereby exceeding the 10-day minimum.

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SPECIAL MEETING HELD: On August 5, 1998, the Special Meeting Official Ballot was mailed out from the TCA headquarters in Battle Ground, Washington to the entire membership.

RESULTS OF VOTE/QUORUM: Over the next three weeks, 53 ballots completed by members entitled to vote were returned to the TCA headquarter, in Battle Ground, Washington. These ballots were collected and counted by the Heisson Bridge Tax/Accounting Service, in Battle Ground. Of the 53 votes cast, 50 voted to remove the prior board, and 50 voted to elect the new board (see letter attached). Since more than one-quarter of the entire membership voted, the quorum requirement of one-tenth was satisfied.

SUMMARY

Under the Washington Non-profit Corporations Act, directors of such a corporation may be removed with or without cause by vote at a properly noticed and called special meeting of the membership. If those participating in the voting comprise no less than 10 percent of the total membership eligible to vote, and at least two-thirds of those voting vote to remove the board, the board is removed.

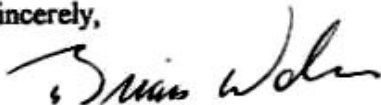
By applying the WNCA, the controlling law in this matter, to the steps taken to remove the prior board of TCA, it is clear that TCA removed its board this past August.

I trust that the foregoing analysis has assured you that TCA is a viable non-profit corporation duly incorporated in the State of Washington, and that it now has a newly elected board of directors.

Therefore, all those performing acts within the scope of their duties authorized by the duly incorporated TCA may do so with all the liability limitations provided under the corporate laws of the State of Washington.

If you have any questions regarding the matter herein please do not hesitate to contact this office.

Sincerely,



Brian A. Walker

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cc Current TCA Board:

Jessee Province
John Fineran
Barbara Erickson

Debra Wannschaff
Diane M. Cott
Jeanne C. Hill

Diana Fineran
Karin Donoyan
Thelma B. Lawless

Prior TCA Board:

Randi Briggs
Diane Dunaway
Carolyn Youngblood
Annette Senechalle

Cora Cobb
Laura Gilbreath
Denis Youngblood

John Herold
Lee Zimmerman
Debra Legrand

MARSH & HIGGINS, P.C. *Law Offices*

Attorneys:
James F. Gray**
Michael P. Higgins**
Daniel G. Marsh
Ann Setty-Rosevear**
Brian A. Walker**

**Oregon & Washington Bars

November 11, 1998

Ms. Laura Gilbreath
Mr. Lee Zimmerman
7017 Teit Street
San Diego, CA 92111-2430



Re: Misappropriated Corporate Funds, Identity and Logo

Dear Ms. Gilbreath and Mr. Zimmerman:

Please be advised that this office represents the interest of The Traditional Cat Association, Inc. (TCA, Inc.), a duly incorporated non-profit corporation under the laws of the State of Washington.

To this end, it has come to our attention that you have been operating an internet homepage and collecting membership dues for an organization claiming to be The Traditional Cat Association, Inc., while representing yourselves as its "Head Registrar" and "Treasurer", or other officers.

Please be aware that you are performing such acts for an entity which has split off from The Traditional Cat Association, Inc.; which is unincorporated; and which is unauthorized to use the corporate identity and copyrighted logo of TCA, Inc..

Please also be aware that financial gain through such misrepresentations is common law fraud. Moreover, irregardless that fraud is generally not afforded the benefits of a corporation's limited liability, any acts you perform, tortious or criminal, under the guise of the split-off TCA entity are for an unincorporated entity, and therefore, leave you exposed to personal liability.

Further, by making such unauthorized use of TCA corporate information and collecting money thereby, you are also causing substantial damage to the reputation and financial stability of TCA and, may be personally liable therefor.

THEREFORE, demand is hereby made of you to immediately cease operating the above described homepage, and forward immediately all registry information, forms, documents, logo-bearing material and/or equipment, and all money you have collected as dues under the guise of a TCA officer, to TCA, Inc.'s Treasurer, John Fineran, at:

John Fineran, Treasurer
The Traditional Cat Association, Inc.
18509 NE 279th Street
Battle Ground, WA 98604-9717.

MS. BRIGGS
NOVEMBER 11, 1998
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TIME IS OF THE ESSENCE. Your failure to forward the information, materials and funds as demanded above within twenty-one (21) days of the date of this letter will leave TCA, Inc. with no other alternative than to pursue its legal remedies against you. Such legal remedies may include a lawsuit requesting damages, attorneys fees, and costs.

If you wish to save yourself a great deal of time and expense please respond as demanded above or, in the alternative, contact this office immediately with notice of your intent to do so.

Sincerely,



Brian A. Walker
Attorney at Law

cc: Debra Wannschaff
John Fineran
Barbara Erickson

✓ Diana Fineran
Diane M. Cott
Jeanne C. Hill

Karin Donoyan
Theima B. Lawless

BAW:cjk

MARSH & HIGGINS, P.C. *Law Offices*

Attorneys:
James F. Gray**
Michael P. Higgins**
Daniel G. Marsh
Ann Setty-Rosevear**
Brian A. Walker**

**Oregon & Washington Bars

November 11, 1998

Randi Briggs
10340 Live Oak Lane
Penn Valley, CA 95946



Re: Misappropriated Corporate Funds, Identity and Logo

Dear Ms. Briggs:

Please be advised that this office represents the interest of The Traditional Cat Association, Inc. (TCA, Inc.), a duly incorporated non-profit corporation under the laws of the State of Washington.

To this end, it has come to our attention that you have been operating a newsletter, and collecting and holding membership dues for an organization claiming to be The Traditional Cat Association, Inc., while representing yourself as its "Secretary", or other officer.

Please be aware that you are performing such acts for an entity which has split off from The Traditional Cat Association, Inc.; which is unincorporated; and which is unauthorized to use the corporate identity and copyrighted logo of TCA, Inc..

Please also be aware that financial gain through such misrepresentations is common law fraud. Moreover, irregardless that fraud is generally not afforded the benefits of a corporation's limited liability, any acts you perform, tortious or criminal, under the guise of the split-off TCA entity are for an unincorporated entity, and therefore, leave you exposed to personal liability.

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THEREFORE, demand is hereby made of you to immediately cease publishing the above described newsletter, and to forward immediately all TCA information, forms, documents, logo-bearing material and/or equipment, and all money you have collected as dues under the guise of a TCA officer, to TCA, Inc.'s Treasurer, John Fineran, at:

John Fineran, Treasurer
The Traditional Cat Association, Inc.
18509 NE 279th Street
Battle Ground, WA 98604-9717.

MS. GILBREATH AND MR. ZIMMERMAN
NOVEMBER 11, 1998
PAGE TWO

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If you wish to save yourself a great deal of time and expense please respond as demanded above or, in the alternative, contact this office immediately with notice of your intent to do so.

Sincerely,



Brian A. Walker
Attorney at Law

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John Fineran
Barbara Erickson

Diana Fineran
Diane M. Cott
Jeanne C. Hill

Karin Donoyan
Thelma B. Lawless

BAW:cjk