

15. On September 29, 1994, Defendants caused to be filed with the Secretary of State a third fraudulent filing.
16. On October 11, 1995, Defendants caused to be filed with the Secretary of State a fourth fraudulent filing again altering the Articles of Incorporation.
17. Member voting rights were taken away by Article IV filed on October 11, 1995 which states that "the board of trustees shall be the only voting members of the corporation."
18. The membership of this non-profit corporation never voted to give up their voting rights.
19. Proper notice of all Article changes was not provided to the members of the corporation. Approval of all Article changes was not obtained from the members except for the simple name change vote of July 1, 1993.
20. By enacting false changes to the Articles of Incorporation, the Defendants denied the Plaintiff his control, voting and other member rights as guaranteed by Minn. Stat. § 317A.
21. Plaintiff relied upon the due diligence of the board of trustees and corporate officers. These officers and directors violated basic standards of conduct set forth in Minn. Stat. § 317A.
22. All changes made to Articles except the name change are illegal under Minn. Stat. § 317A.
23. Defendants usurped Plaintiff's control and took away his ability to exercise voting rights.
24. Defendants illegally converted Plaintiff's 545,000 shares of stock from an organization the Plaintiff had full voting rights in to an organization that Plaintiff had no voting rights in.
25. Defendants painted a fraudulent picture concerning the true nature of their corporation. This false picture was used to deceive the Plaintiff thereby inducing him into transferring stock.
26. Defendant's fraudulent business activities induced Plaintiff into giving them cash.
27. William N. Matthews willfully and with well thought out planning, withheld material facts and other important information with intent to work a swindle and fraud upon Plaintiff.

Wherefore Plaintiff demands judgment against Defendants as follows:

- (1) The return of the securities in Attic Technology, Inc. (SolarAttic, Inc) back to Plaintiff,
- (2) Recovery of reasonable damages in an amount greater than \$50,000,
- (3) Reimbursement of all attorney and other costs associated with this litigation,
- (4) The unwinding of all changes to the Articles of Incorporation & By-Laws made after 1992,
- (5) A writ of Mandamus for a criminal investigation of William N. Matthews' actions,
- (6) Whatever other relief the Court may deem appropriate.

Dated: July 9, 1999

Signed: _____
Edward G. Palmer, Plaintiff

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