

IN THE CIRCUIT COURT FOR THE
15TH JUDICIAL CIRCUIT IN AND FOR
PALM BEACH COUNTY, FLORIDA

RAMONA ANG, as Trustee of the
TULIP TRUST,

CASE NO: 50-2021-CA-004758-XXXX-MB

Plaintiff,

v.

IRA KLEIMAN, as Personal Representative
of the Estate of David Kleiman

Defendant,

and

W&K INFO DEFENSE RESEARCH, LLC,
and LYNN WRIGHT,

Nominal Defendants.

PLAINTIFF'S AMENDED COMPLAINT

Plaintiff, Ramona Ang, as trustee of Tulip Trust, sues defendant, Ira Kleiman, as personal representative of the Estate of David Kleiman, and nominal defendants, W&K Info Defense Research, LLC, and Lynn Wright.

NATURE OF THE COMPLAINT

1. This is an action for declaratory judgment and injunctive relief. Ira Kleiman, acting entirely without lawful justification, has claimed and is claiming that he is the managing member of W&K Info Defense Research, LLC ("W&K"), despite the fact the company is owned, one-third each, by the estate of Ira Kleiman's late brother, by Lynn Wright and by the Tulip Trust.

PARTIES

2. W&K Info Defense Research, LLC (“W&K”) is a Florida limited liability company with its principal place of business in Palm Beach County, Florida.

3. Ramona Ang is the trustee of the Tulip Trust, a trust organized under the laws of Seychelles. Tulip Trust is a member in W&K, possessing a one-third interest in the company.

4. Ira Kleiman is an individual, *sui juris*, who resides in Palm Beach County, Florida. Ira Kleiman is the personal representative of the Estate of David Kleiman (the “Estate”) and the self-proclaimed managing member of W&K. The Estate is a member of W&K, possessing a one-third interest in the company.

5. Lynn Wright is an individual who resides in New South Wales, Australia. Lynn Wright is a member of W&K, possessing a one-third interest in the company.

JURISDICTION AND VENUE

6. This Court has jurisdiction over this action pursuant to Fla. Stat. § 86.011 because there is a bona fide dispute as to the rights and membership interests of the parties in W&K and as to Ira Kleiman’s authority to act on behalf of W&K.

7. Venue lies within this circuit under Fla. Stat. § 47.011 because Ira Kleiman resides in this county and W&K’s principal place of business is in this county.

FACTS COMMON TO ALL COUNTS

A. Ownership of W&K

8. W&K was formed on February 14, 2011. The initial members of W&K were David Kleiman, Lynn Wright, and Information Defense Pty, Ltd., an Australian proprietary limited company. A copy of the Articles of Organization is attached hereto as **Exhibit A**.

9. On or about March 2011, Information Defense Pty, Ltd. sold its assets to Cloudcroft Pty. Ltd., an Australian proprietary limited company.

10. Thereafter, Cloudcroft Pty. Ltd.'s membership interests in W&K were transferred to Craig Wright R&D, an Australian entity identified by ABN 97481146384, also doing business as Craig Wright and Craig S. Wright. Dr. Craig Wright, Lynn Wright's husband at the time, was trustee for Craig Wright R&D.

11. In November 2010, Dr. Wright and Lynn Wright separated. Their divorce was finalized on March 15, 2013. Before the divorce was finalized, Dr. Wright and Lynn Wright agreed to and partly effected a property settlement agreement in June 2011. As part of the property settlement, Dr. Wright, as then trustee of Craig Wright R&D, transferred 50% of Craig Wright R&D's transferable interest in W&K to Lynn Wright. Thus, Lynn Wright became the owner of one-half of Craig Wright R&D's initial interest in W&K, in addition to her membership interest in W&K.

12. In or about December 2012, Lynn Wright transferred 100% of her transferrable interests in W&K to Craig Wright R&D.

13. The result was, that as of January 2013, ownership in W&K broke down like this: Craig Wright R&D possessed a two-third interest and David Kleiman possessed a one-third interest.

14. David Kleiman passed away on or about April 26, 2013. Ira Kleiman is the beneficiary of the Estate and its representative.

15. On July 6, 2017, the Tulip Trust became the successor in interest to Craig Wright R&D and all its assets, including its two-third interest in W&K.

16. On or about July 10, 2020, the Tulip Trust transferred to Lynn Wright one-third of all the membership interest in W&K, representing, without limitation, one-third of all the voting interest in W&K and one-third of all the transferable economic interest in W&K.

17. As a result, in July 2020, the ownership of W&K broke down like this: Tulip Trust possessed a one-third interest, Lynn Wright possessed a one-third interest, and the Estate possessed a one-third interest.

B. Ira Kleiman's Unauthorized Acts on Behalf of W&K

18. In or about 2016, W&K was administratively dissolved by the Florida Secretary of State for failing to file an annual report.

19. On February 14, 2018, Ira Kleiman, as personal representative of the Estate, filed suit against Dr. Wright in the Southern District of Florida seeking to recover bitcoin and intellectual property allegedly once owned by W&K (the "Federal Lawsuit"). *See Kleiman v. Wright*, Case No. 9:18-cv-80176-BB, in the United States District Court, Southern District of Florida.

20. On April 16, 2018, Dr. Wright moved to dismiss Ira Kleiman's complaint, arguing (among other things) that Ira Kleiman lacked standing to bring a suit for claims that, if they existed at all, belonged to W&K, not to him.

21. At or about the same time, Ira Kleiman filed an LLC Reinstatement for W&K with the Florida Secretary of State, listing himself as registered agent, with the principal place of business now shown as 5104 Robino Circle, West Palm Beach, Florida, a home listed as being

owned by the Louis Kleiman Trust, and listing himself as MGRM or Manager Member. A copy of the 2018 LLC Reinstatement is attached as **Exhibit B**.

22. Thereafter, Ira Kleiman amended the complaint in the Federal Lawsuit, adding W&K as a plaintiff and purporting to be W&K's managing member.

23. Ira Kleiman has claimed that the Estate's interest in W&K was 50% and at other times 100%.

24. On February 22, 2019, Ira Kleiman filed an Annual Report for W&K with the Florida Secretary of State, again listing himself as registered agent and a Manager Member. A copy of the 2019 Annual Report is attached as **Exhibit C**.

25. On March 3, 2020, Ira Kleiman filed an Annual Report for W&K with the Florida Secretary of State, again listing himself as registered agent and a Manager Member. A copy of the 2020 Annual Report is attached as **Exhibit D**.

26. W&K did not have the funds to litigate the Federal Lawsuit. On information and belief, to fund the Federal Lawsuit, Ira Kleiman caused W&K to enter into agreements with W&K's attorneys and litigation funding companies, whereby Ira Kleiman obligated W&K to forfeit a large percentage of any damages recovered in the Federal Lawsuit.

27. During the pendency of the Federal Lawsuit, Ira Kleiman authorized W&K to undertake costly discovery, including agreeing to pay the costs for taking the depositions of Ramona Ang and Andrew O'Hagan in the United Kingdom but failing to do so, thereby causing final judgments for attorneys' fees and costs related to those deposition to be entered against W&K in the UK in the amount of £ 270,063.11.

28. On December 7, 2021, final judgment in the Federal Lawsuit was entered awarding W&K \$100,000,000.00 for conversion of intellectual property.

29. Due to Ira Kleiman's unauthorized acts, Tulip Trust has been and continues to be denied its right to vote its membership interest and participate in the governance of W&K.

30. Ramona Ang, as trustee of Tulip Trust, has retained undersigned counsel and is obligated to pay them a reasonable fee for their services.

31. All conditions precedent to bringing this action, if any, have been performed, waived, or occurred.

COUNT I
DECLARATORY JUDGMENT
(Ira Kleiman, Lynn Wright, and W&K)

Ramona Ang, as trustee of Tulip Trust, incorporates the allegations contained in paragraphs 1 through 31 as if fully set forth here.

32. Florida's declaratory judgment act provides:

Any person claiming to be interested or who may be in doubt about his or her rights under a deed, will, contract, or other article, memorandum, or instrument in writing or whose rights, status, or other equitable or legal relations are affected by a statute, or any regulation made under statutory authority, or by municipal ordinance, contract, deed, will, franchise, or other article, memorandum, or instrument in writing may have determined any question of construction or validity arising under such statute, regulation, municipal ordinance, contract, deed, will, franchise, or other article, memorandum, or instrument in writing, or any part thereof, and obtain a declaration of rights, status, or other equitable or legal relations thereunder.

§ 86.021, Fla. Stat.

33. Florida's declaratory judgment act also provides:

Any person interested as or through an executor, administrator, trustee, guardian, or other fiduciary, creditor, devisee, legatee, heir, next of kin, or cestui que trust, in the administration of a trust, a

guardianship, or the estate of a decedent, an infant, a mental incompetent, or insolvent may have a declaration of rights or equitable or legal relations to:

- (1) Ascertain any class of creditors, devisees, legatees, heirs, next of kin, or others;
- (2) Direct the executor, administrator, or trustee to refrain from doing any particular act in his or her fiduciary capacity; or
- (3) Determine any question relating to the administration of the guardianship, estate, or trust, including questions of construction of wills and other writings.

§ 86.041, Fla. Stat.

34. Tulip Trust is presently a member of W&K with a one-third membership interest in W&K, with all voting rights as such member.

35. Lynn Wright is also presently a member of W&K with a one-third interest in W&K, with all voting rights as such member.

36. There is an actual, justiciable, and continuing dispute and controversy between the parties regarding the membership interest of W&K, the direction of the company, its undertaking of obligations and the disposition of its assets.

37. The parties require a judicial declaration of rights to determine the membership interests in W&K, whether such members have rights to vote the direction of the company and share the assets of W&K.

38. Unless the Court issues such a declaration, there will continue to be uncertainty and controversy over whether Tulip Trust, Lynn Wright, and Ira Kleiman, as personal representative of the Estate, have such rights, and the Tulip Trust will continue to be denied its rights to vote its membership interest and participate in corporate governance.

39. By issuing a declaration of rights at this time, the Court will conserve judicial resources and provide guidance to the parties, which will assist in the distribution of the judgment in the Federal Lawsuit and forestall further unauthorized acts by a sole, minority member.

WHEREFORE, Ramona Ang, as Trustee of Tulip Trust, requests a declaration of rights and membership interests of Tulip Trust, Lynn Wright, and Ira Kleiman, as personal representative of the Estate, in W&K, an award of costs pursuant to § 86.081, Fla. Stat., and all other relevant statutes, and such other relief as this court deems just and proper.

COUNT II
DECLARATORY JUDGMENT AND INJUNCTIVE RELIEF
(Ira Kleiman)

Ramona Ang, as trustee of Tulip Trust, incorporates the allegations contained in paragraphs 1 through 31 as if fully set forth here.

40. On the death of David Kleiman, Craig Wright R&D was the sole remaining member of W&K with the right to vote with respect to the transfer of membership interests in W&K.

41. After the formation of a limited liability company, a person only becomes a member with the consent of all the members. § 605.0401(3)(c), Fla. Stat. Neither Craig Wright R&D nor Tulip Trust ever gave consent to admit Ira Kleiman as a member of W&K.

42. Section 605.0504 of the Florida Revised LLC Act governs the “Power of legal representative,” stating:

If a member who is an individual dies . . . the member’s legal representative may exercise all of the member’s rights for the purpose of settling the member’s estate or administering the member’s property, including any power the member had to give a transferee the right to become a member.

§ 605.0504, Fla. Stat. However, a legal representative does not automatically become a member of an LLC. Instead, the Estate (and ultimately the heirs) is a transferee by operation of law which only obtains a transferable interest. *See* § 605.0102(65)-(67), Fla. Stat.

43. A “transferable interest” means the right to receive distributions from a limited liability company. § 605.0102(66), Fla. Stat.

44. Section 605.0502 governs the transfer of a transferable interest:

(1) Subject to s. 605.0503, a transfer, in whole or in part, of a transferable interest:

(c) Does not entitle the transferee to:

1. Participate in the management or conduct of the company’s activities and affairs; or
 2. Except as otherwise provided in subsection (3), have access to records or other information concerning the company’s activities and affairs.
- (2) A transferee has the right to receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled.

Therefore, Ira Kleiman did not obtain the voting rights of David Kleiman, the deceased member, and is not entitled to participate in the management and conduct of W&K, but only has the rights under § 605.0504 to settle the Estate and to receive distributions as a beneficiary of the Estate.

45. Ira Kleiman, however, has contended, continues to contend, and has acted as if he has the authority to act as a member of W&K by holding himself out to the State of Florida as a managing member of W&K, by listing himself as the registered agent and as MGRM on filings with the State of Florida, all of which he lacked authority to do.

46. Ira Kleiman contends that he has the authority to act as a member of W&K by his act of filing the Federal Lawsuit, naming W&K as one of the plaintiffs, entering into agreements with W&K's attorneys and litigation funders, and authorizing W&K to undertake costly litigation, which he had no authority to do.

47. Section 605.0301 of the Florida Statutes, provides:

A person does not have the power to bind a limited liability company, except to the extent the person:

- (1) Is an agent of the company by virtue of s. 605.04074;
- (2) Has the authority to do so under the articles of organization or operating agreement of the company;
- (3) Has the authority to do so by a statement of authority filed under s. 605.0302; or
- (4) Has the status of an agent of the company or the authority or power to bind the company under a law other than this chapter.

Ira Kleiman fits none of these categories and, therefore, has never had the authority to act on behalf of W&K.

48. Until W&K is dissolved and wound down, the Estate, and ultimately the heirs, are only entitled to the right to receive distributions to which David Kleiman would otherwise be entitled. "A person has a right to a distribution before the dissolution and winding up of a limited liability company only if the company decides to make an interim distribution. A person's dissociation does not entitle the person to a distribution." § 605.0404(2) Fla. Stat.

49. Ira Kleiman has acted and continues to act completely outside his authority on behalf of W&K.

50. An actual, justiciable, and continuing dispute and controversy therefore exists between Ramona Ang, as trustee of the Tulip Trust, on the one hand, and Ira Kleiman, on the other hand, concerning Ira Kleiman's ability to act as a member of W&K in the manner in which

he is presently acting and to which he has been acting, to appoint himself as manager of W&K, and all other actions he has taken on behalf of W&K.

51. The parties require a judicial declaration that Ira Kleiman did not and presently does not have authority to act on behalf of W&K, that he is not a member of W&K with the right to vote, that he is not the managing member of W&K, that he is not the registered agent of W&K, and that he does not have authority to hold himself out as such.

52. Unless the Court issues such a declaration, there will continue to be uncertainty and controversy over Ira Kleiman's ability to act as a member of W&K, and Tulip Trust will continue to be denied its right to vote its membership interest and participate in corporate governance of W&K.

53. By issuing a declaration of rights at this time, the Court will conserve judicial resources and provide guidance to the parties.

54. Pursuant to § 86.041(3), Fla. Stat., Ramona Ang, as trustee of the Tulip Trust, seeks an order directing Ira Kleiman immediately to cease any and all of these unauthorized activities and enjoining Ira Kleiman from further acting on behalf of W&K in any manner.

WHEREFORE, Ramona Ang, as trustee of the Tulip Trust, requests this Court enter a declaratory judgment that: (1) Ira Kleiman did not and presently does not have authority to act on behalf of W&K, that he is not a member of W&K with the right to vote, that he is not the managing member of W&K, that he is not the registered agent of W&K, and that he does not have authority to hold himself out as such; (2) order and direct Ira Kleiman forthwith and forever to cease and desist from any further action on behalf of W&K; (3) for such supplemental relief pursuant to § 86.061, Fla, Stat., as may be appropriate, including attorneys' fees and other

damages under § 605.0205, Fla. Stat.; (5) an award of costs pursuant to § 86.081, Fla. Stat.; and (6) for such other and further relief as this Court deems just and proper.

Respectfully submitted,

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By: /s/ Amanda L. Fernandez
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CERTIFICATE OF SERVICE

I certify that on March 4, 2022, a copy of this motion was served via e-mail, pursuant to Florida Rule of Judicial Administration 2.516(b)(1), on all counsel of record.

By: /s/ Amanda L. Fernandez
AMANDA L. FERNANDEZ
Attorney for Plaintiffs
Florida Bar No.: 106931

EXHIBIT A

NOT A CERTIFIED COPY

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L11000019904
FILED 8:00 AM
February 16, 2011
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:
W&K INFO DEFENSE RESEARCH LLC

Article II

The street address of the principal office of the Limited Liability Company is:
3119 CONTEGO LANE
PALM BEACH GARDENS, FL. US 33418

The mailing address of the Limited Liability Company is:
4371 NORTHLAKE BLVD #314
PALM BEACH GARDENS, FL. US 33410

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
DAVID A KLEIMAN
3119 CONTEGO LANE
PALM BEACH GARDENS, FL. 33410

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: DAVE KLEIMAN

Article V

The name and address of managing members/managers are:

Title: MGRM
DAVID A KLEIMAN
4371 NORTHLAKE BLVD #314
PALM BEACH GARDENS, FL. 33410 US

L11000019904
FILED 8:00 AM
February 16, 2011
Sec. Of State
tcline

Article VI

The effective date for this Limited Liability Company shall be:

02/14/2011

Signature of member or an authorized representative of a member

Electronic Signature: DAVE KLEIMAN

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

NOT A CERTIFIED COPY

EXHIBIT B

NOT A CERTIFIED COPY

2018 FLORIDA LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT# L11000019904

Entity Name: W&K INFO DEFENSE RESEARCH LLC

Current Principal Place of Business:

5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417

Current Mailing Address:

5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417 US

FEI Number: NOT APPLICABLE

Certificate of Status Desired: Yes

Name and Address of Current Registered Agent:

KLEIMAN, IRA
5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: IRA KLEIMAN

04/12/2018

Electronic Signature of Registered Agent

Date

Authorized Person(s) Detail :

Title MGRM
Name KLEIMAN, IRA
Address 5104 ROBINO CIRCLE
City-State-Zip: WEST PALM BEACH FL 33417

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 605, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: IRA KLEIMAN

MGRM

04/12/2018

Electronic Signature of Signing Authorized Person(s) Detail

Date

EXHIBIT C

NOT A CERTIFIED COPY

2019 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L11000019904

Entity Name: W&K INFO DEFENSE RESEARCH LLC

Current Principal Place of Business:

5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417

Current Mailing Address:

5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417 US

FEI Number: NOT APPLICABLE

Certificate of Status Desired: Yes

Name and Address of Current Registered Agent:

KLEIMAN, IRA
5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: IRA KLEIMAN

02/22/2019

Electronic Signature of Registered Agent

Date

Authorized Person(s) Detail :

Title MGRM
Name KLEIMAN, IRA
Address 5104 ROBINO CIRCLE
City-State-Zip: WEST PALM BEACH FL 33417

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 605, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: IRA KLEIMAN

MGRM

02/22/2019

Electronic Signature of Signing Authorized Person(s) Detail

Date

EXHIBIT D

NOT A CERTIFIED COPY

2020 FLORIDA LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L11000019904

Entity Name: W&K INFO DEFENSE RESEARCH LLC

Current Principal Place of Business:

5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417

Current Mailing Address:

5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417 US

FEI Number: NOT APPLICABLE

Certificate of Status Desired: No

Name and Address of Current Registered Agent:

KLEIMAN, IRA
5104 ROBINO CIRCLE
WEST PALM BEACH, FL 33417 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: IRA KLEIMAN

03/03/2020

Electronic Signature of Registered Agent

Date

Authorized Person(s) Detail :

Title MGRM
Name KLEIMAN, IRA
Address 5104 ROBINO CIRCLE
City-State-Zip: WEST PALM BEACH FL 33417

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 605, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: IRA KLEIMAN

MGRM

03/03/2020

Electronic Signature of Signing Authorized Person(s) Detail

Date