

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF RICHMOND

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In the Matter of the Application of  
FRANCISCO SALCEDO  
Holder of Sixteen and Two Thirds Percent of All  
Outstanding Shares, and, GREGORIO RAMIREZ,  
Holder of Sixteen and Two Thirds Percent  
of All Outstanding Shares,

Petitioners,

**VERIFIED PETITION**

Index No.

for the Judicial Dissolution of  
HISPANOS CAR SERVICE INC.  
a New York corporation

-against-

JOSE A. SANDOVAL DIAZ, DIGNA MATUTE,  
and MANUEL SALVATIERRA,

Respondents.  
-----X

Petitioner FRANCISCO SALCEDO, (“Salcedo”), and GREGORIO RAMIREZ (“Gregorio Ramirez” and collectively with Salcedo, “Petitioners”), as and for their verified petition pursuant to BCL § 1104 and BCL § 1104-a *et seq.* seeking the judicial dissolution of HISPANOS CAR SERVICE INC. (the “Corporation”), by and through his attorneys, Crawford · Bringslid · Vander Neut, LLP hereby alleges and shows as follows:

1. The Corporation is a corporation organized under the Business Corporation Law of the State of New York, and has its office at 583 Midland Avenue, Staten Island, New York 10306.
2. Salcedo resides at 143 Van Pelt Avenue, Staten Island, New York 10303, and is the owner of thirty three and one third (33 1/3) shares of stock in the Corporation,

which equals sixteen and two thirds percent (16.66 %) of the two hundred (200) issued shares of stock of the Corporation.

3. Salcedo is entitled to vote in an election of directors of the Corporation and is the Secretary of the Corporation.

4. Gregorio Ramirez resides at 545 Port Richmond Avenue, Staten Island, New York 10302, and is the owner of thirty three and one third ( $33 \frac{1}{3}$ ) shares of stock in the Corporation, which equals sixteen and two thirds percent (16.66 %) of the two hundred (200) issued shares of stock of the Corporation.

5. Gregorio Ramirez is entitled to vote in an election of directors of the Corporation and is the President of the Corporation.

6. Respondent JOSE A. SANDOVAL DIAZ (“Diaz”) resides at 33 Gloria Court, Staten Island, New York 10302 and is the owner of thirty three and one third ( $33 \frac{1}{3}$ ) shares of stock in the Corporation, which equals sixteen and two thirds percent (16.66 %) of the two hundred (200) issued shares of stock of the Corporation.

7. Diaz is entitled to vote in an election of directors of the Corporation.

8. Respondent DIGNA MATUTE (“Matute”) resides at 33 Gloria Court, Staten Island, New York 10302 and is the owner of thirty three and one third ( $33 \frac{1}{3}$ ) shares of stock in the Corporation, which equals sixteen and two thirds percent (16.66 %) of the two hundred (200) issued shares of stock of the Corporation.

9. Matute is entitled to vote in an election of directors of the Corporation.

10. Respondent MANUEL SALVATIERRA (“Salvatierra”) resides at 137B Main Street, Staten Island, New York 10307 and is the owner of thirty three and one third

(33 1/3) shares of stock in the Corporation, which equals sixteen and two thirds percent (16.66 %) of the two hundred (200) issued shares of stock of the Corporation.

11. Salvatierra is entitled to vote in an election of directors of the Corporation.

12. NELSON RAMIREZ (“Nelson Ramirez”), who is not a party to this action, is the owner of thirty three and one third (33 1/3) shares of stock in the Corporation, which equals sixteen and two thirds percent (16.66 %) of the two hundred (200) issued shares of stock of the Corporation.

13. Nelson Ramirez is entitled to vote in an election of directors of the Corporation.

14. Petitioners Salcedo and Gregorio Ramirez are the only officers of the Corporation and they divide responsibility for managing the Corporation’s affairs.

15. There are issued and outstanding a total of 200 shares of capital stock of the Corporation, which is the stock entitled to vote at an election of directors. Petitioners are the holders of sixty six and two thirds (66.66) shares thereof and Respondents are the holders of the remaining one hundred and thirty three and one third (133.33) shares.

16. The Corporation is not an investment company, as defined in the Federal Investment Company Act of 1940, is not listed on a national securities exchange nor is it regularly quoted in an over-the-counter market by a member of a national or affiliated securities association.

17. There are no nominated directors of the Corporation.

18. The purpose for which said Corporation was organized was to own and operate a for hire vehicle service.

19. As Petitioners are collectively the owners of thirty three and one third percent (33.33%) of the shares of stock of said Corporation, and are thus entitled to vote, and therefore, are entitled to file this petition for a voluntary dissolution on the grounds specified in BCL § 1104 and §1104-a.

20. Petitioners' individual names are on the license to operate, the lease for the corporate office, and the guaranty for the Corporation. Respondents names are not on the license to operate, the lease for the corporate office, or the guaranty for the Corporation.

21. As Petitioners individual names are on the Corporation's license to operate, the lease for the corporate office and the guaranty, Petitioners have all of the liability exposure, while Respondents have no liability exposure.

22. Serious differences of opinion have arisen between the Petitioners and Respondents, in the conduct and management of the business affairs of the Corporation and its corporate affairs, with the result that the business and good will of the Corporation are in immediate danger of irreparable impairment.

23. Petitioners request that the Corporation be dissolved pursuant to BCL § 1104 *et seq.* because there is internal dissension and the shareholders are so divided that the orderly operation of the Corporation has become impossible such that dissolution would be beneficial to the shareholders; to wit:

- a. Respondents work only limited hours, if at all, in the operation of the Corporation's business and do not adequately contribute to same, leaving the vast majority of the work required to run the business of the Corporation to the Petitioners.

- b. Petitioners and Respondents cannot maintain civil relations regarding the Corporation's affairs.
- c. Petitioners and Respondents cannot agree on the financial management of the Corporation.
- d. Respondents have mismanaged the monies and business of the Corporation.
- e. Due to the total breakdown of relations between the Petitioners and Respondents, Petitioners and Respondents cannot make even basic joint decisions in regard to the operation of the Corporation.

24. Petitioners further request that the Corporation be dissolved pursuant to BCL § 1104-a *et seq* as Respondents are guilty of illegal, fraudulent or oppressive actions toward Petitioners and that the property of the Corporation is being looted, wasted, or diverted for non-corporate purposes by Respondents.

25. The reasons which induced Petitioners to ask for a dissolution of the Corporation include but are not limited to those hereinbefore specified.

26. Said Corporation is at present entirely solvent and wholly able to pay all of its obligations in due course.

27. Dissolution would be beneficial to the shareholders.

28. I hereby incorporate Gregorio Ramirez' affidavit, sworn to on January 14, 2016, annexed hereto and the statements contained therein.

WHEREFORE, Petitioners pray for a final order of this Court dissolving said Corporation and for such other and further relief as may be proper, with the costs of this proceeding.

Dated: Staten Island, New York  
January 14, 2016

Yours, etc.

**CRAWFORD·BRINGSLID·VANDER NEUT, LLP**

By: 

Allyn J. Crawford, Esq.  
*Attorneys for Petitioners*  
900 South Avenue, Suite 204  
Staten Island, New York 10314  
(718) 273-9414



NOTICE OF ENTRY  
PLEASE take notice that within is a (certified)  
true copy of a  
duly entered in the office of the clerk of the within

Index Number:  
SUREPME COURT OF THE STATE OF NEW YORK  
APPELLATE DIVISION: SECOND DEPARTMENT

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Respondents.

**ALLYN J. CRAWFORD, ESQ.**  
*Office and Post Office Address*  
**CRAWFORD-BRINGSLLID·**  
**VANDER NEUT,**  
900 South Avenue, Suite 204  
Staten Island, New York 10314

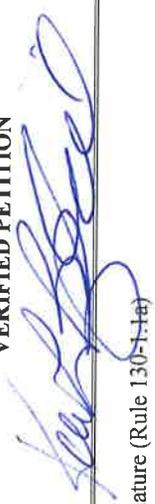
Attorney(s) for  
NOTICE OF SETTLEMENT

PLEASE take notice that an order  
of which the within is a true copy will be presented  
for settlement to the Hon.

one of the judges of the within named Court, at  
*Office and Post Office Address, Telephone*  
Dated,

Yours, etc.  
**ALLYN J. CRAWFORD, ESQ.**  
*Office and Post Office Address*  
**CRAWFORD-BRINGSLLID·**  
**VANDER NEUT, LLP**  
900 South Avenue, Suite 204  
STATEN ISLAND, NEW YORK 10314

**VERIFIED PETITION**



Signature (Rule 130-1.1a)

Print name beneath - Allyn J. Crawford, Esq.  
Kerri L. Bringslid, Esq.  
John Vander Neut, Esq.  
Mara R. Levy, Esq.  
Marisela R. Sigona, Esq.

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To  
Attorney(s) for

Service of a copy of the within is hereby admitted.