

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court  
Western District of North Carolina**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Gateway Club, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>20-8947840</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>37 Church Street Waynesville, NC</b> ZIP Code <b>28786</b>	Street Address of Joint Debtor (No. and Street, City, and State):  ZIP Code
County of Residence or of the Principal Place of Business: <b>Haywood</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  ZIP Code	Mailing Address of Joint Debtor (if different from street address):  ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
--	---

**Statistical/Administrative Information**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Gateway Club, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b>	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b>			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>			
(Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):  
**Gateway Club, Inc.**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Benson T. Pitts  
Signature of Attorney for Debtor(s)

Benson T. Pitts 38429  
Printed Name of Attorney for Debtor(s)

Pitts, Hay, Hugenschmidt  
Firm Name

137 Biltmore Ave.  
Asheville, NC 28801

\_\_\_\_\_  
Address

828-255-8085 Fax: 828-251-2760  
Telephone Number

January 29, 2014  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Arthur Morse O'Neil, III  
Signature of Authorized Individual

Arthur Morse O'Neil, III  
Printed Name of Authorized Individual

President  
Title of Authorized Individual

January 29, 2014  
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Western District of North Carolina**

In re Gateway Club, Inc. Debtor(s)

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Balsam Road Equipment Rental 1639 Brown Avenue Waynesville, NC 28786	Balsam Road Equipment Rental 1639 Brown Avenue Waynesville, NC 28786			2,000.00
BB&T 200 West Second Street Winston Salem, NC 27101	BB&T 200 West Second Street Winston Salem, NC 27101			225,000.00
Belk Electrical c/o Burton Smith 675 N. Main St. Waynesville, NC 28786	Belk Electrical c/o Burton Smith 675 N. Main St. Waynesville, NC 28786			6,000.00
Billy Bishop PO Box 121 Waynesville, NC 28786	Billy Bishop PO Box 121 Waynesville, NC 28786			2,396.44
Dodson Pest Control PO Box 5897 Asheville, NC 28813	Dodson Pest Control PO Box 5897 Asheville, NC 28813			580.00
ECOLAB P. O. Box 905327 Charlotte, NC 28290-5327	ECOLAB P. O. Box 905327 Charlotte, NC 28290-5327			600.00
Gerald Kirksey 4400 Belmont Park Terrace #185 Nashville, TN 37215	Gerald Kirksey 4400 Belmont Park Terrace #185 Nashville, TN 37215			19,781.12
Haywood County Tax Collector 215 N. Main St. Waynesville, NC 28786	Haywood County Tax Collector 215 N. Main St. Waynesville, NC 28786			10,000.00
Haywood Heating & Air c/o Burton Smith 675 N. Main St. Waynesville, NC 28786	Haywood Heating & Air c/o Burton Smith 675 N. Main St. Waynesville, NC 28786			6,000.00
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346			280,000.00

B4 (Official Form 4) (12/07) - Cont.

In re **Gateway Club, Inc.**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Jean Frans PO Box 1202 Hickory, NC 28603	Jean Frans PO Box 1202 Hickory, NC 28603			5,591.96
Merchant Capital Source LLC 2120 Main St, Ste 220 Huntington Beach, CA 92648-7454	Merchant Capital Source LLC 2120 Main St, Ste 220 Huntington Beach, CA 92648-7454			2,000.00  (0.00 secured)
Michael Edwards 618 Coolidge Ave. Atlanta, GA 30306	Michael Edwards 618 Coolidge Ave. Atlanta, GA 30306			170,000.00
Mountain Bizworks 153 S. Lexington Ave. Asheville, NC 28801	Mountain Bizworks 153 S. Lexington Ave. Asheville, NC 28801			1,000.00
Nadine McArthur PO Box 7 Lake Junaluska, NC 28745	Nadine McArthur PO Box 7 Lake Junaluska, NC 28745			3,000.00
NC Department of Revenue Bankruptcy Unit PO Box 1168 Raleigh, NC 27602-1168	NC Department of Revenue Bankruptcy Unit PO Box 1168 Raleigh, NC 27602-1168	withholding/sales tax		125,000.00
Protect U c/o Cannon Law 1433 S. Main St. Waynesville, NC 28786	Protect U c/o Cannon Law 1433 S. Main St. Waynesville, NC 28786			15,000.00
R.C.F. PO Box 157 Hazelwood, NC 28738	R.C.F. PO Box 157 Hazelwood, NC 28738			12,418.05
Roger Davis 15376 Long Cove Blvd. Carmel, IN 46033	Roger Davis 15376 Long Cove Blvd. Carmel, IN 46033			144,000.00
WNC Interior Designs c/o Cannon Law 1433 S. Main St. Waynesville, NC 28786	WNC Interior Designs c/o Cannon Law 1433 S. Main St. Waynesville, NC 28786			61,612.63

B4 (Official Form 4) (12/07) - Cont.

In re **Gateway Club, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **January 29, 2014**

Signature **/s/ Arthur Morse O'Neil, III**

**Arthur Morse O'Neil, III**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Western District of North Carolina**

In re **Gateway Club, Inc.**

Debtor(s)

Case No.  
Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 29, 2014**

**/s/ Arthur Morse O'Neil, III**

**Arthur Morse O'Neil, III/President**

Signer/Title

Balsam Road Equipment Rental  
1639 Brown Avenue  
Waynesville, NC 28786

BB&T  
200 West Second Street  
Winston Salem, NC 27101

Belk Electrical  
c/o Burton Smith  
675 N. Main St.  
Waynesville, NC 28786

Billy Bishop  
PO Box 121  
Waynesville, NC 28786

Dodson Pest Control  
PO Box 5897  
Asheville, NC 28813

ECOLAB  
P. O. Box 905327  
Charlotte, NC 28290-5327

Gerald Kirksey  
4400 Belmont Park Terrace #185  
Nashville, TN 37215

Haywood County Tax Collector  
215 N. Main St.  
Waynesville, NC 28786

Haywood Heating & Air  
c/o Burton Smith  
675 N. Main St.  
Waynesville, NC 28786

Henson Waste Disposal  
17 Horseshoe Lane  
Waynesville, NC 28786

Internal Revenue Service  
PO Box 7346  
Philadelphia, PA 19101-7346



Jean Frans  
PO Box 1202  
Hickory, NC 28603

Merchant Capital Source LLC  
2120 Main St, Ste 220  
Huntington Beach, CA 92648-7454

Michael Edwards  
618 Coolidge Ave.  
Atlanta, GA 30306

Mountain Bizworks  
153 S. Lexington Ave.  
Asheville, NC 28801

Nadine McArthur  
PO Box 7  
Lake Junaluska, NC 28745

NC Department of Revenue  
Bankruptcy Unit  
PO Box 1168  
Raleigh, NC 27602-1168

Protect U  
c/o Cannon Law  
1433 S. Main St.  
Waynesville, NC 28786

R.C.F.  
PO Box 157  
Hazelwood, NC 28738

Roger Davis  
15376 Long Cove Blvd.  
Carmel, IN 46033

WNC Interior Designs  
c/o Cannon Law  
1433 S. Main St.  
Waynesville, NC 28786

**United States Bankruptcy Court  
Western District of North Carolina**

In re Gateway Club, Inc.

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Gateway Club, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s) equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

January 29, 2014

Date

/s/ Benson T. Pitts

**Benson T. Pitts 38429**

Signature of Attorney or Litigant  
Counsel for Gateway Club, Inc.

**Pitts, Hay, Hugenschmidt**

**137 Biltmore Ave.**

**Asheville, NC 28801**

**828-255-8085 Fax:828-251-2760**

**United States Bankruptcy Court  
Western District of North Carolina**

In re Gateway Club, Inc.

Debtor(s)

Case No.

Chapter 11

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Arthru Morse O'Neil, III**, declare under penalty of perjury that I am the **President** of **Gateway Club, Inc.**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 29th day of January, 2014.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Arthur Morse O'Neil, III, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Arthur Morse O'Neil, III, President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Arthur Morse O'Neil, III, President** of this Corporation is authorized and directed to employ **Benson T. Pitts 38429**, attorney and the law firm of **Pitts, Hay, Hugenschmidt** to represent the corporation in such bankruptcy case."

Date January 29, 2014

Signed /s/ Arthur Morse O'Neil, III  
**Arthur Morse O'Neil, III**

Resolution of Board of Directors  
of  
**Gateway Club, Inc.**

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Arthur Morse O'Neil, III, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Arthur Morse O'Neil, III, President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Arthur Morse O'Neil, III, President** of this Corporation is authorized and directed to employ **Benson T. Pitts 38429**, attorney and the law firm of **Pitts, Hay, Hugenschmidt** to represent the corporation in such bankruptcy case.

Date January 29, 2014

Signed /s/ Arthur Morse O'Neil, III  
**Arthur Morse O'Neil, III**