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I Inited	States Bankri			<u> </u>	14			
United States Bankruptcy Court Eastern District of Virginia						Voluntary Petition		
Name of Debtor (if individual, enter Last, First, SIMPLE PLEASURES FLOWERBUL INC.		.S,	Name	of Joint D	ebtor (Spous	e) (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) No./Complete EIN (if more than one, state all)				Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)				
11-3379808 Street Address of Debtor (No. and Street, City, and State): 2820 Crusader Circle Virginia Beach, VA  ZIP Code			Street Address of Joint Debtor (No. and Street, City, and State):  ZIP Code					
County of Residence or of the Principal Place of	f Business:	450	Count	y of Resid	ence or of the	Principal Pla	ce of Business:	
Virginia Beach City	Dusiness.		Count	y or resid	chec or or the	e i inicipai i ia	ce of Busiless.	
Mailing Address of Debtor (if different from stre	eet address):		Mailir	ng Address	of Joint Deb	tor (if differen	at from street address):	
		ZIP Code					ZIP Code	
Location of Principal Assets of Business Debtor (if different from street address above):								
Type of Debtor	Nature of I						tcy Code Under Which	
(Form of Organization) (Check one box)  ☐ Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.  ☐ Corporation (includes LLC and LLP)  ☐ Partnership  ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)	(Check one box)  ☐ Health Care Business ☐ Single Asset Real Estate as dein 11 U.S.C. § 101 (51B) ☐ Railroad ☐ Stockbroker ☐ Commodity Broker ☐ Clearing Bank		ined	☐ Chap ☐ Chap ☐ Chap ☐ Chap ☐ Chap	ter 7 ter 9 ter 11 ter 12	Petition is Filed (Check one box)  Chapter 15 Petition for Recognition of a Foreign Main Proceeding  Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding		
Chapter 15 Debtors  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exemp (Check box, if □ Debtor is a tax-exemp under Title 26 of the Code (the Internal Re		defined	d in 11 U.S.C. red by an indiv	(Check onsumer debts,			
Filing Fee (Check one box)		Check one be		330.34.800		ter 11 Debto		
☐ 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.  ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.  ☐ A pla ☐ A cception of the court's consideration. See Official Form 3B.			r's aggr s than \$ plicable i is bein tances o	egate nonco 2,343,300 ( boxes: g filed with	ness debtor as ontingent liquid famount subject this petition.	ated debts (exclute to adjustment of	. § 101(51D). S.C. § 101(51D).  uding debts owed to insiders or affiliates) on 4/01/13 and every three years thereafter).  one or more classes of creditors,	
Statistical/Administrative Information  ■ Debtor estimates that funds will be available  □ Debtor estimates that, after any exempt prope there will be no funds available for distribution	erty is excluded and adn	ninistrative ex		s paid,		THIS	SPACE IS FOR COURT USE ONLY	
49 99 199 999 5	,000- 5,001- 10	,001- 25,00 ,000 50,00	01-	50,001- 100,000	OVER 100,000			
\$50,000 \$100,000 \$500,000 to \$1 to million m	1,000,001 \$10,000,001 \$50 \$10 to \$50 to \$		000,001 00	\$500,000,001 to \$1 billion	More than \$1 billion			
\$50,000 \$100,000 \$500,000 to \$1 to	1,000,001 \$10,000,001 \$50 \$10 to \$50 to \$	0,000,001 \$100,0 100 to \$50 1100 million	000,001	\$500,000,001 to \$1 billion	More than \$1 billion			

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B1 (Official For	rm 1)(12/11) DOCUMENT	Page 2 01 12	Page 2		
	y Petition	Name of Debtor(s): SIMPLE PLEASURES FLOW	ERBULBS & PERENNIALS,		
(This page mi	ust be completed and filed in every case)	INC.			
	All Prior Bankruptcy Cases Filed Within Last	t 8 Years (If more than two, attach ad	ditional sheet)		
Location Where Filed:	- None -	Case Number:	Date Filed:		
Location Where Filed:		Case Number:	Date Filed:		
	ending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than	one, attach additional sheet)		
Name of Debt K. VAN BO	or: URGONDIEN OF VIRGINIA, INC.	Case Number:	Date Filed: 1/26/12		
District: EASTERN I	DISTRICT OF VIRGINIA	Relationship: AFFILIATE	Judge:		
	Exhibit A	Ex	hibit B		
forms 10K a pursuant to S and is reques	oleted if debtor is required to file periodic reports (e.g., and 10Q) with the Securities and Exchange Commission Section 13 or 15(d) of the Securities Exchange Act of 1934 sting relief under chapter 11.)  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).  X Signature of Attorney for Debtor(s) (Date)			
	Feb	ibit C			
Exhibit C  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?  Yes, and Exhibit C is attached and made a part of this petition.  No.					
		ibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  ☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  ☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.					
	Information Regarding				
	(Check any app Debtor has been domiciled or has had a residence, principal days immediately preceding the date of this petition or for a	l place of business, or principal assets	s in this District for 180		
	There is a bankruptcy case concerning debtor's affiliate, gen				
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.					
Certification by a Debtor Who Resides as a Tenant of Residential Property					
(Check all applicable boxes)  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)				
	Debtor claims that under applicable nonbankruptcy law, the	re are circumstances under which the	debtor would be permitted to core		
_	the entire monetary default that gave rise to the judgment for Debtor has included in this petition the deposit with the cou	r possession, after the judgment for p	ossession was entered, and		
_	after the filing of the petition.		and so day period		
Ц	Debtor certifies that he/she has served the Landlord with thi	s cerunication. (11 U.S.C. § 362(1)).			

B1 (Official Form 1)(12/11)

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Page 3

# **Voluntary Petition**

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

Name of Debtor(s):

SIMPLE PLEASURES FLOWERBULBS & PERENNIALS, INC.

### Signatures

# Signature(s) of Debtor(s) (Individual/Joint) der penalty of periury that the information provided in this

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 Attorney\*

Signature of Attorney for Debtor(s)

Dennis T. Lewandowski 22232
Printed Name of Attorney for Debtor(s)

Kaufman & Canoles, a professional corporation

Firm Name

150 West Main Street, Suite 2100 Norfolk, VA 23514-3037

Address

(757) 624-3000 Fax: (757) 624-3169

Telephone Number

January 26, 2012

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 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

Signature of Authorized Individual

JOHN F. VAN BOURGONDIEN, SR.

Printed Name of Authorized Individual

PRESIDENT

Title of Authorized Individual

January 26, 2012

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 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 bankrutpcy 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

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.

# RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF SIMPLE PLEASURES FLOWER BULBS & PERENNIALS, INC. BY UNANIMOUS WRITTEN CONSENT JANUARY 26, 2012

Pursuant to Section 708(b) of the New York Business Corporation Law, the undersigned being all the directors of Simple Pleasures Flower Bulbs & Perennials, Inc., a New York corporation (the "Corporation"), do hereby authorize, approve and consent to the adoption of the following resolutions and the actions contemplated therein, without meeting:

RESOLVED that, in the judgment of the board of directors (the "Board"), it is desirable and in the best interest of each of the Corporation, its creditors, shareholders and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED that the President and such other officers as may be designated by the President (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, appointed by the Board as an authorized signatory in connection with the chapter 11 proceedings authorized herein; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action that they deem necessary, proper or desirable in connection with the chapter 11 proceeding, including any and all action necessary, proper or desirable in connection with obtaining debtor in possession financing; and it is further

RESOLVED that the law firm of Kaufman & Canoles be, and hereby is, employed under a general retainer to render legal services to, and to represent, the Corporation in connection with the chapter 11 proceeding and any other related matters in connection therewith, as general restructuring counsel and on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized to execute appropriate retention agreements, pay appropriate retainers

and cause to be filed an appropriate application for authority to retain the services of Kaufman & Canoles; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code, in connection with the chapter 11 proceeding, or any matter related thereto, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions to obtain any authorizations, consents, waivers or approvals of any third party that such Authorized Officers deem necessary, appropriate or advisable to effect the transactions contemplated by these resolutions, and such Authorized Officers may execute and deliver or cause to be delivered such agreements and other documents and may take all such other actions as such Authorized Officer deems necessary or advisable to effect this resolution; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, agreements, instruments, financing statements, notices, undertakings, certificates or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) in connection with the chapter 11 proceeding, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute, deliver, verify and/or file, or cause to be executed, delivered, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable in the good faith judgment of such Authorized Officer to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to pay and direct the payment of all fees and expenses incurred in

connection with the transactions contemplated by these resolutions; and it is further

RESOLVED that all actions previously taken by any Authorized Officer or counsel with respect to the matters contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the President be, and hereby is, authorized and directed to place a copy of these resolutions with the minutes of the Corporation's Board of Directors and to certify as to the content, validity and authenticity of these resolutions on behalf of the Corporation.

[Signature page follows.]

11486662\_1.DOC

IN WITNESS WHEREOF, the undersigned have executed this unanimous written consent as of the date first written above.

John Van Bourgondien

Jøseph P. Van Bourgondien

# **OFFICER'S CERTIFICATE**

January 26, 2012

The undersigned, the duly appointed President of Simple Pleasures Flower Bulbs & Perennials, Inc. (the "Company"), hereby certifies as follows:

- 1. I am a duly appointed officer of the Company, authorized to act as agent of the Company by unanimous written consent of the Company's board of directors, and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
- 2. Attached hereto is a true, complete and correct copy of the resolutions adopted by unanimous written consent of the board of directors of the Company duly adopted on January 26, 2012.
- 3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the board of directors relating to the matters set forth in the resolutions attached hereto.

[Signature page follows.]

11486662\_1.DOC

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first written above.

President

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B4 (Official Form 4) (12/07)

# United States Bankruptcy Court Eastern District of Virginia

In re	SIMPLE PLEASURES FLOWERBULBS & PERENNIALS, INC.	Case No.	
	Debtor(s)	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)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
K. VAN BOURGONDIEN OF VIRGINIA 2820 Crusader Circle Virginia Beach, VA 23450	K. VAN BOURGONDIEN OF VIRGINIA 2820 Crusader Circle Virginia Beach, VA 23450			520,996.00
			10 yes	
		J. 0.00		

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B4 (Official Form 4) (12/07) - Con SIMPLE PLEASURE In re INC.	S FLOWERBULBS & PERENNIALS,	Case No.		
	Debtor(s)			
LIST O	F CREDITORS HOLDING 20 LAI (Continuation SI		RED CLAIMS	
(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
,	DECLARATION UNDER PEN. ON BEHALF OF A CORPORATION			
	IDENT of the corporation named as the debt oing list and that it is true and correct to the b			rjury that
Date <b>January 26, 2012</b>	Signature	An DI		
	JOHN/ PRESII	F. VAN BOURGONDIE DENT	N, SR.	
Penalty for making a false	statement or concealing property: Fine of u		sonment for up to 5	years or both.

18 U.S.C. §§ 152 and 3571.

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# United States Bankruptcy Court Eastern District of Virginia

0.						
r <b>11</b>						
CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)						
uate possible disqualification ALS, INC. in the above or a governmental unit, that sts, or states that there are no						

■ None [*Check if applicable*]

January 26, 2012

Date

Dennis T. Lewandowski 22282

Signature of Attorney or Litigant

Counsel for SIMPLE PLEASURES FLOWERBULBS & PERENNIALS, INC.

Kaufman & Canoles, a professional corporation

150 West Main Street, Suite 2100 Norfolk, VA 23514-3037

(757) 624-3000 Fax:(757) 624-3169