

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Aztec/Shaffer, LLC

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names and doing business as names
DBA Aztec Events & Tents
DBA Shaffer Sports & Events

3. Debtor's federal Employer Identification Number (EIN) 47-3742038

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>601 W. 6th Street</u> <u>Houston, TX 77007</u> Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
	<u>Harris</u> County	_____ Location of principal assets, if different from principal place of business _____ Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://aztecusa.com/

6. Type of debtor
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor Aztec/Shaffer, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A)* with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor ASAIG, LLC Relationship Parent
District S.D.TX. When 11/17/20 Case number, if known _____

Debtor Aztec/Shaffer, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, 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.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets

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

16. Estimated liabilities

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

Debtor **Aztec/Shaffer, LLC**
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 I have been authorized to file this petition on behalf of the debtor.
 I have examined the information in this petition and have a reasonable belief that the information is true and correct.
 I declare under penalty of perjury that the foregoing is true and correct.
 Executed on **November 17, 2020**
MM / DD / YYYY

X /s/ A. Kelly Williams
 Signature of authorized representative of debtor
 Title **Managing Director**

A. Kelly Williams
 Printed name

18. Signature of attorney

X /s/ Matthew Okin
 Signature of attorney for debtor

Date **November 17, 2020**
MM / DD / YYYY

Matthew Okin
 Printed name

Okin Adams LLP
 Firm name

**1113 Vine St., Suite 240
 Houston, TX 77002**
 Number, Street, City, State & ZIP Code

Contact phone **(713) 228-4100** Email address **info@okinadams.com**

00784695 TX
 Bar number and State


ASAIG, LLC

**UNANIMOUS CONSENT OF MANAGERS
OF ASAIG, LLC IN LIEU OF SPECIAL MEETING**

The undersigned, being the Managers of ASAIG, LLC, a Texas limited liability company (the "Company"), do hereby consent to the adoption of, and hereby ratify, the resolutions attached hereto as Exhibit A, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Managers at a duly convened meeting held for such purpose.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 17th day of November, 2020.

ASAIG, LLC

By: 
Name: A. Kelly Williams
Title: Manager

By: _____
Name: Michael P. Hanks
Title: Manager

ASAIG, LLC

**UNANIMOUS CONSENT OF MANAGERS
OF ASAIG, LLC IN LIEU OF SPECIAL MEETING**

The undersigned, being the Managers of ASAIG, LLC, a Texas limited liability company (the "Company"), do hereby consent to the adoption of, and hereby ratify, the resolutions attached hereto as Exhibit A, which resolutions shall be deemed to be adopted as of the date hereof and to have the same force and effect as if such resolutions were adopted by the Managers at a duly convened meeting held for such purpose.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 17th day of November, 2020.

ASAIG, LLC

By: _____

Name: A. Kelly Williams
Title: Manager

By: _____



Name: Michael P. Hanks
Title: Manager

EXHIBIT A

APPROVAL OF FILING OF CHAPTER 11 BANKRUPTCY PROCEEDINGS

WHEREAS, the Managers of ASAIG, LLC, a Texas limited liability company, have reviewed the materials presented by the management of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company's business;

WHEREAS, the Managers have had the opportunity to consult with the management of the Company and fully consider each of the strategic alternatives available to the Company;

WHEREAS, the Managers of the Company have deemed it advisable and in the best interests of the Company, and its creditors, members, and other interested parties, that the Company and any of its subsidiaries, including Aztec / Shaffer, LLC, a Texas limited liability company (the "Subsidiary"), file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") for purpose of restructuring the Company's business affairs; and

WHEREAS, Article VI of the applicable Company Agreement of ASAIG, LLC authorizes the Managers, by unanimous written consent, to take any action required or permitted by law, the Certificate of Formation, or the Company Agreement.

NOW, THEREFORE, BE IT:

Chapter 11 Filings

RESOLVED, that the Managers determine that it is desirable and in the best interests of the Company, its equity holders, its creditors as a whole, and other parties in interest, that the Company and its Subsidiary file voluntary petitions for relief (the "Petitions") and commence cases (the "Chapter 11 Cases") under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"); and further

RESOLVED, that the Managers, hereby authorize, direct, empower and appoint A. Kelly Williams (the "Authorized Representative"), as the Company's representative, acting in the name and on behalf of the Company and its Subsidiary, to: (i) execute and verify the Petitions as well as all other ancillary documents, and to cause the Petitions to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petitions or ancillary documents; (ii) execute, verify, and file or cause to be filed all of the petitions, schedules, lists, motions, applications, and other papers or documents advisable, appropriate, convenient, desirable or necessary in connection with the foregoing; and (iii) to conduct the restructuring and execute all documents or papers necessary or desirable to effectuate the proposed restructuring; and further

Retention of Professionals

RESOLVED, that the Managers hereby authorize and direct the Authorized Representative, in the name and on behalf of the Company and its Subsidiary, to employ any

individual and/or firm as counsel, professionals, consultants or financial advisors to the Company or its Subsidiary as the Authorized Representative may deem advisable, appropriate, convenient, desirable or necessary to represent and assist the Company or its Subsidiary in carrying out their duties under the Bankruptcy Code and any other applicable law; and further

RESOLVED, that the Managers hereby authorize the retention of the law firm of Okin Adams LLP (“Okin Adams”) to represent the Company and its Subsidiary as general bankruptcy counsel and to represent and assist the Company and its Subsidiary in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s and its Subsidiary’s rights, including the preparation of pleadings and filings in the Chapter 11 Cases; and in connection therewith, the Authorized Representative is authorized and directed, in the name and on behalf of the Company and its Subsidiary, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petitions and to cause to be filed an appropriate application for authority to retain the services of Okin Adams; and further

Ratification of Prior Acts

RESOLVED, that all actions by the Authorized Representative and other Managers, officers, directors, or members of the Company and its Subsidiary heretofore taken, and expressly approved by the Authorized Representative, in connection with the subject of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the acts and deeds of the Company and its Subsidiary; and further

RESOLVED, that all prior lawful acts taken or caused to be taken with the express approval of the Authorized Representative by or on behalf of the Company and its Subsidiary by any of its Managers, officers, directors, members and authorized agents, including, but not limited to, any and all acts taken or caused to be taken in connection with the foregoing resolutions, which were done in reliance on the Managers’ expressed desire to reorganize the Company’s debts and business affairs, and the negotiation and preparation of documents and actions ancillary thereto are hereby ratified, approved and confirmed in all respects and adopted as the acts of the Company and the Subsidiary, as applicable; and further

RESOLVED, that the Authorized Representative and any of the appropriate Managers, officers, directors, and members of the Company and its Subsidiary expressly authorized by the Authorized Representative be, and each of them hereby are, authorized: (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings; (ii) to pay or cause to be paid on behalf of the Company and its Subsidiary any related costs and expenses; and (iii) to take such other actions, in the name and on behalf of the Company and its Subsidiary, as each such Manager, officer, director, or member, as applicable, in his, her or its discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other

acts to be conclusive evidence of the approval of the Managers thereof and all matters relating thereto; and further

RESOLVED, that all actions heretofore taken by the Authorized Representative, and the Managers, officers, directors, and members of the Company and its Subsidiary as expressly authorized by the Authorized Representative with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

* * *