

OCT 05 2026

NEVADA GAMING COMMISSION
CARSON CITY, NEVADA

1 NGC 26-03

2
3
4 STATE OF NEVADA

5 BEFORE THE NEVADA GAMING COMMISSION

6 NEVADA GAMING CONTROL BOARD,

7 Complainant,

8 vs.

COMPLAINT9 BOULDER PARTNERS, INC. dba BREEZ
10 RITE IN; JAMES STOKLEY FISHER; and
SHERRI LYN KANAKAS,11 Respondents.
12

13 The State of Nevada, on relation of its NEVADA GAMING CONTROL BOARD
14 ("BOARD"), Complainant herein, by and through its counsel, AARON D. FORD, Attorney
15 General, and NONA ML LAWRENCE, Deputy Attorney General, hereby files this
16 Complaint for disciplinary action ("Complaint") before the Nevada Gaming Commission
17 ("Commission" or "NGC") against BOULDER PARTNERS, INC. dba Breez Rite In ("BPI"),
18 JAMES STOKLEY FISHER ("FISHER"), SHERRI LYN KANAKIS ("KANAKIS"),
19 (collectively, "RESPONDENTS"), Respondents herein, pursuant to Nevada Revised
20 Statute ("NRS") 463.310(2).

21 JURISDICTION

22 1. Complainant, BOARD, is an administrative agency of the State of Nevada
23 duly organized and existing under and by virtue of Chapter 463 of NRS and is charged with
24 the administration and enforcement of the gaming laws of this State as set forth in Title
25 41 of the NRS ("Nevada Gaming Control Act" or "Act") and the regulations of the
26 Commission adopted thereunder.

27

28

1 2. Respondent BPI, located at 6451 Boulder Highway Suite B, Las Vegas,
2 Nevada 89122, at all times relevant to this Complaint, held, and currently holds, a
3 restricted gaming license issued by the Commission, and, as such, has been charged with
4 the responsibility of complying with all relevant provisions of the Act and the regulations
5 of the Commission.

6 3. Respondent FISHER, at all times relevant to this Complaint, was, and
7 currently is, licensed by the Commission as a member and manager of BPI, owning 47.5%
8 thereof, and, as such, has been charged with the responsibility of complying with all
9 relevant provisions of the Act and the regulations of the Commission.

10 4. Respondent KANAKIS, at all times relevant to this Complaint, was licensed
11 by the Commission as a shareholder of BPI, owning 47.5% thereof, and, as such, has been
12 charged with the responsibility of complying with all relevant provisions of the Act and the
13 regulations of the Commission.

14 **RELEVANT LAW**

15 5. The Nevada Legislature set forth the importance of the gaming industry to
16 the State of Nevada and its responsibility to the State's inhabitants in NRS 463.0129. The
17 Legislature specifically set out that the continued growth and success of gaming is
18 dependent on public confidence and trust and that such public confidence and trust "can
19 only be maintained by strict regulation of all persons, locations, practices, associations and
20 activities related to the operation of licensed gaming establishments. . . ." NRS 463.0129.

21 6. To ensure proper oversight and control over the gaming industry, the Nevada
22 Legislature has granted the Commission "full and absolute power and authority to. . . limit,
23 condition, restrict, revoke or suspend any license, registration, finding of suitability or
24 approval, or fine any person licensed, registered, found suitable or approved, for any cause
25 deemed reasonable by the Commission." NRS 463.1405(4).

26 7. The BOARD is statutorily charged with determining whether a violation of
27 the Gaming Control Act has occurred. NRS 463.310(1). If the BOARD determines that a
28

1 violation has occurred, and is satisfied that discipline is warranted, it shall initiate
2 disciplinary action by filing a complaint with the Commission. NRS 463.310(2).

3 8. The BOARD is authorized to observe the conduct of all licensees in order to
4 ensure that gaming operations are not being operated in an unsuitable manner or by an
5 unqualified or unsuitable person. NRS 463.1405(1) and Nev. Gaming Comm'n Reg. 5.040.

6 9. A person approved by the Commission has an ongoing obligation to meet the
7 standards required to obtain such approval, including, without limitation, to be a person of
8 good character, honesty, and integrity and to refrain from activities and associations that
9 may have an impact on the interests of Nevada, the regulation of gaming, or the reputation
10 of gaming in Nevada. NRS 463.170(8).

11 10. Nevada Gaming Commission Regulation 5.011(1) provides, in relevant part,
12 as follows:

13 The Board and the Commission deem any activity on the part of
14 a licensee, registrant, or person found suitable by the
15 Commission, or an agent or employee thereof, that is inimical to
16 the public health, safety, morals, good order, or general welfare
17 of the people of the State of Nevada, or that would reflect or tend
18 to reflect discredit upon the State of Nevada or the gaming
industry, to be an unsuitable method of operation and shall be
grounds for disciplinary action by the Board and the Commission
in accordance with the Nevada Gaming Control Act and the
regulations of the Commission.

19 Nev. Gaming Comm'n Reg. 5.011(1).

20 11. Nevada Gaming Commission Regulation 5.030 provides as follows:

21 Violation of any provision of the Nevada Gaming Control Act or
22 of these regulations by a licensee, the licensee's agent or
23 employee shall be deemed contrary to the public health, safety,
24 morals, good order and general welfare of the inhabitants of the
25 State of Nevada and grounds for suspension or revocation of a
26 license. Acceptance of a state gaming license or renewal thereof
27 by a licensee constitutes an agreement on the part of the licensee
to be bound by all of the regulations of the Commission as the
same now are or may hereafter be amended or promulgated. It
is the responsibility of the licensee to keep informed of the
content of all such regulations, and ignorance thereof will not
excuse violations.

28 Nev. Gaming Comm'n Reg. 5.030.

1 12. The disposition of any interest in a corporation that holds a state gaming
2 license must be approved in advance by the Commission. NRS 463.510:

3 **NRS 463.510 Prior approval by Commission required**
4 **for other disposition of securities issued by corporation**
5 **other than publicly traded corporation; restrictions on**
6 **unsuitable persons; statement on certificate.**

7 1. The purported sale, assignment, transfer, pledge,
8 exercise of an option to purchase or other disposition of any
9 security issued by a corporation, other than a publicly traded
10 corporation, which holds a state gaming license or which is a
11 holding company or an intermediary company for an entity that
12 holds a state gaming license is void unless approved in advance
13 by the Commission.

14 NRS 463.510.

15 13. At all times relevant to the Complaint, NGC Regulation 8.020 imposes the
16 following requirement on transfers of interest among owners:

17 If a person who is the owner of an interest in a licensed gaming
18 operation proposes to transfer any portion of his or her interest
19 to a person who is then the owner of an interest in such licensed
20 gaming operation, both parties shall give written notice of such
21 proposed transfer to the Board, including the names and
22 addresses of the parties, the extent of the interest proposed to be
23 transferred and the consideration therefore. In addition, the
24 proposed transferee shall furnish to the Board a sworn statement
25 setting forth the source of funds to be used by the proposed
26 transferee in acquiring such interest; and the proposed
27 transferee also shall furnish to the Board such further
28 information as it or the Commission may require. The Board
shall conduct such investigation pertaining to the transaction as
it or the Commission may deem appropriate and shall report the
results thereof to the Commission. If the Commission does not
give notice of disapproval of the proposed transfer of interest
within 30 days after the receipt by it of the report of the Board,
the proposed transfer of interest will be deemed approved and
the transfer of interest may then be effected in accordance with
the terms of transfer as submitted to the Board. The parties shall
immediately notify the Commission when the transfer of interest
is actually effected.

29 Nev. Gaming Comm'n Reg. 8.020 (repealed May 16, 2024).¹

30

31

32 ¹ Nevada Gaming Commission Regulation 8.020 was repealed by the Commission on
33 May 16, 2024; however, it was in effect at the time of the purported transfer of ownership
34 interest at issue in this Complaint.

1 14. Nevada Gaming Commission Regulation 8.050 provides as follows:

2 Except as and to the extent provided in these regulations
3 pertaining to emergency situations, no money or other thing of
4 value constituting any part of the consideration for the transfer
5 or acquisition of any interest in a licensed gaming operation, in
6 a licensee or in a holding company shall be paid over, received or
7 used until complete compliance has been had with all
8 prerequisites set forth in the law and these regulations for the
consummation of such transaction; but such funds may be placed
in escrow pending completion of the transaction. Any loan,
pledge or other transaction between the parties or with other
parties may be deemed an attempt to evade the requirements of
this regulation and, as such, in violation of this regulation.

9 Nev. Gaming Comm'n Reg. 8.050.

10 15. At all times relevant to the Complaint, NRS 463.530 applies to Respondents
11 and provides that:

12 **NRS 463.530 Individual licensing of officers and**
13 **directors of corporations other than publicly traded**
14 **corporations; other persons required to be licensed**
15 **individually.** All officers and directors of a corporation, other
16 than a publicly traded corporation, which holds or applies for a
17 state gaming license must be licensed individually, according to
18 the provisions of this chapter, and if, in the judgment of the
19 Commission, the public interest will be served by requiring any
20 or all of the corporation's individual stockholders, lenders,
21 holders of evidence of indebtedness, underwriters, key
executives, agents or employees to be licensed, the corporation
shall require those persons to apply for a license in accordance
with the laws and requirements in effect at the time the
Commission requires the licensing. A person who is required to
be licensed by this section shall apply for a license within 30 days
after the person becomes an officer or director. A person who is
required to be licensed pursuant to a decision of the Commission
shall apply for a license within 30 days after the Commission
requests the person to do so.

22 NRS 463.530.

23 16. At all times relevant to the Complaint, NGC Regulation 15.530-3 imposes the
24 following conditions upon RESPONDENTS:

25 Corporate non-compliance with NRS 463.530. Whenever, as
26 contemplated by NRS 463.530, it is the judgment of the
27 Commission that the public interest will be served by requiring
28 any or all of the corporation's, lenders, holders of evidences of
indebtedness, underwriters, key executives and agents,
employees or other persons dealing with the corporation and
having the power to exercise a significant influence over

1 decisions made by the corporation to be licensed, the Commission
2 shall serve a notice of such determination upon the corporation,
3 and if the person, persons or other entity or entities which are
4 the subject of such determination shall not have, within 30 days
following the service of such notice, applied for a license as
contemplated by NRS 463.530, the corporation may be deemed
to have failed to require such application as contemplated by
NRS 463.530.

5 Nev. Gaming Comm'n Reg. 15.530-3.

6 17. At all times relevant to the Complaint, NGC Regulation 5.050 imposes a
7 requirement upon licensees to submit mandatory annual affirmations related to company
8 structure and changes:

9 1. Except as otherwise provided herein, every licensee shall
10 report to the Board annually the full name and address of every
11 person, including lending agencies, who has, or had during the
12 previous twelve months, any right to share in the profits of the
13 licensee's licensed games, whether as an owner, assignee,
14 landlord or otherwise, or to whom any interest or share in the
profits of any licensed game has been pledged or hypothecated as
security for a debt or deposited as a security for the performance
of any act or to secure the performance of a contract of sale. Such
report shall be submitted annually on a date as determined by
the Board Chair.

15 2. Any person who has received Commission approval to share
16 in the profits of the licensee's licensed games or who is otherwise
allowed to share in the licensee's profits of licensed games
pursuant to NRS chapter 463 is not required to be included in the
annual report.

17 3. Failure to comply with this section is an unsuitable method
18 of operation.

19 Nev. Gaming Comm'n Reg. 5.050.

20 **COUNT ONE**
21 **VIOLATIONS OF NRS 463.510(1) AND NGC REGULATION 8.050**
22 **PURPORTED DISPOSITION OF SECURITIES IN LICENSEE PRIOR TO**
COMMISSION GRANTING APPROVAL

23 18. The BOARD realleges and incorporates the above paragraphs by reference as
24 though set forth in full herein.

25 19. As stated above, the disposition of any interest in a corporation that holds a
26 state gaming license must be approved in advance by the Commission or it is deemed void.
27 NRS 463.510(1).

28

1 20. Further, at the time of the purported transfer of interest at issue herein, NGC
2 Regulation 8.050 required advance written notice of a transfer of interest among existing
3 owners to be provided to the BOARD along with other documentation so the BOARD could
4 investigate the proposed transfer and inform the Commission. Nev. Gaming Comm'n Reg.
5 8.050. Without such notice and documentation, the Commission was unable to approve the
6 transfer. *Id.*

7 21. When Respondent BPI applied for its restricted gaming license, it had the
8 following ownership structure in place:

- 9 a. PETER DOUGLAS BURNES ("Burnes") – 5%
10 b. Respondent FISHER – 47.5%
11 c. Respondent KANAKIS – 47.5%

12 22. On or about April 12, 2022, the BOARD received applications to issue 1,053
13 additional shares of common stock to Cathleen Van Loo ("Cathleen"), Nicholas Van Loo
14 ("Nicholas"), and Tracy Fisher ("Tracy").

15 23. In March 2023, BOARD staff notified BPI that it was not permitted to make
16 distributions to the additional shareholders while the transfer of interest application was
17 pending.

18 24. Between 2021 and 2023, the following distributions were made from BPI to
19 the following individuals:

20 2021: Nicholas - \$4,582.11
21 Tracy - \$3,436.80
22 Cathleen - \$3,436.81
23 2022: Nicholas - \$27,314.77
24 Tracy - \$20,486.07
25 Cathleen - \$20,486.07
26 2023: Nicholas - \$8,180.21
27 Tracy - \$6,135.16
28 Cathleen - \$6,135.16

25 25. As of March 31, 2023, the total distributions between 2021 and 2023 were:

26 Nicholas Van Loo - \$40,007.39
27 Tracy Fisher - \$30,058.04
28 Cathleen Van Loo - \$30,058.04

26. Sometime subsequent to being notified by the BOARD that distributions were improper, BPI determined that it was in the best interest of the company to have Cathleen withdraw her gaming application and return her contributions to BPI. On March 13, 2024, BPI returned Cathleen's contribution in the amount of \$25,577.00, and on March 19, 2024, Cathleen returned her distribution in the amount of \$30,058.04.

27. No written notice or other necessary documentation was provided to the BOARD in advance of the above purported transfer as required in NGC Regulation 8.050.

28. Accordingly, the funds used for the purported transfer of interest were not placed in escrow pending completion of the transaction in violation of NGC Regulation 8.050.

29. Such violations constitute an unsuitable method of operation, and, as such, provide grounds for disciplinary action. See NRS 463.170(8) and Nev. Gaming Comm'n Regs. 5.010(2), 5.011(1), and 5.030.

COUNT TWO
VIOLATION OF NGC REGULATION 8.050
CONSIDERATION PAID RELATING TO PURPORTED DISPOSITION OF
INTEREST IN LICENSEE PRIOR TO COMMISSION GRANTING APPROVAL

30. The BOARD realleges and incorporates the above paragraphs by reference as though set forth in full herein.

31. As stated above, no money or other thing of value constituting any part of the consideration for the transfer or acquisition of an interest in a licensed gaming operation shall be paid over, received, or used until complete compliance with all prerequisites set forth in law and the regulations of the Commission has been achieved. Nev. Gaming Comm'n Reg. 8.050.

32. On or about August 17, 2021, Nicholas, Tracy, and Cathleen purchased common stock from BPI and paid the company directly in the following amounts:

Nicholas - \$30,000 (421 shares, equivalent to 2% of the outstanding shares)
Tracy - \$22,500 (316 shares, equivalent to 1.5% of the outstanding shares)
Cathleen - \$25,577 (316 shares, equivalent to 1.5% of the outstanding shares)

• • • •

33. Because RESPONDENTS did not notify the BOARD of the purported transfer of interest in advance as required in NGC Regulation 8.020, and because RESPONDENTS had not obtained Commission approval of the transfer of interest in advance as required in NRS 463.510(1), the transfer of the consideration for the transfer of interest described above from Nicholas, Tracy, and Cathleen to Respondent BPI was in violation of NGC Regulation 8.050.

34. Such violation constitutes an unsuitable method of operation, and, as such, provides grounds for disciplinary action. See NRS 463.170(8); and Nev. Gaming Comm'n Regs. 5.010(2), 5.011(1), and 5.030.

COUNT THREE
VIOLATIONS OF NRS 463.530 AND NGC REGULATION 15.530-3
RESPONDENT KANAKIS' LATE FILING FOR FINDINGS OF SUITABILITY AS
AN OFFICER

35. The BOARD realleges and incorporates the above paragraphs by reference as though set forth in full herein.

36. As stated earlier, all officers or directors of a corporation that hold or apply for a state gaming license must be licensed individually. If, in the judgment of the Commission, the public interest will be served by requiring any or all of the corporation's individual stockholders, key executive, agents, or employees to be licensed, a person who is required to be licensed shall apply for a license within 30 days after the person becomes an officer. NRS 463.530 and NGC Regulation 15.530-3.

37. Respondent KANAKIS was named as an officer of BPI on or about February 13, 2020.

38. Subsequently, in early 2023, an agent of the BOARD notified BPI that Respondent KANAKIS failed to submit an application as required by NRS 463.530.

39. An application for a finding of suitability as an officer was not submitted to the BOARD until June 30, 2025.

40. The filing delay of five years and four and a half months constitutes a violation of NRS 463.530 and NGC Regulation 15.530-3.

41. Such violation constitutes an unsuitable method of operation, and, as such, provides grounds for disciplinary action. *See* NRS 463.170(8) and Nev. Gaming Comm'n Regs. 5.010(2), 5.011(1), and 5.030.

COUNT FOUR
VIOLATION OF NGC REGULATION 5.050(1)
RESPONDENT FISHER'S SUBMISSION OF FALSE INFORMATION TO THE
BOARD

42. The BOARD realleges and incorporates the above paragraphs by reference as though set forth in full herein.

43. It was reported to the BOARD in early 2023 that Respondent KANAKIS was appointed as Secretary of BPI on February 13, 2020.

44. NGC-09, the annual reporting form required of licensees pursuant to NGC Regulation 5.050, was submitted without Respondent KANAKIS listed as the Secretary on the following dates:

March 30, 2020
March 30, 2021
March 1, 2022
April 3, 2023
March 4, 2024
March 3, 2025
March 2, 2026

45. All NGC-09 forms were attested to and electronically submitted in the name of Respondent FISHER.

46. The false representation made to the BOARD regarding the actual officers of BPI constitutes a violation of NGC Regulation 5.050(1) and call into question Respondent FISHER'S oversight of the company. NRS 463.170(8).

47. Such violations constitute an unsuitable method of operation, and, as such, provide grounds for disciplinary action. See NRS 463.170(8) and Nev. Gaming Comm'n Regs. 5.010(2), 5.011(1), and 5.030.

PRAYER FOR RELIEF

WHEREFORE, based upon the allegations contained herein, which constitute reasonable cause for disciplinary action against RESPONDENTS, pursuant to

1 NRS 463.310 and/or NGC Regulations 5.010, 5.011, and/or 5.030, the BOARD prays for
2 relief as follows:

3 1. That the Commission serve a copy of this Complaint on RESPONDENTS
4 pursuant to NRS 463.312(2);

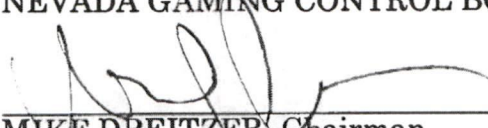
5 2. That the Commission fine RESPONDENTS a monetary sum pursuant to the
6 parameters defined in NRS 463.310(4) for each separate violation of the provisions of the
7 Nevada Gaming Control Act or the Regulations of the Commission;

8 3. That the Commission take action against RESPONDENTS' licenses and/or
9 registrations pursuant to the parameters defined in NRS 463.310(4); and

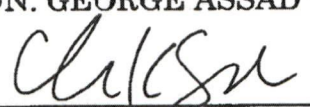
10 4. For such other and further relief as the Commission may deem just and
11 proper.

12 DATED this 2nd day of October, 2026.

13 NEVADA GAMING CONTROL BOARD

14 
15 MIKE DREITZER, Chairman

16 
17 HON. GEORGE ASSAD (RET.), Member

18 
19 CHANDENT K. SENDALL, Member

20 Submitted by:

21 AARON D. FORD
22 Attorney General

23 By:


24 NONA ML LAWRENCE
25 Deputy Attorney General
26 Gaming Division
27 (702) 486-3160
28