

IN THE CIRCUIT COURT FOR BALTIMORE CITY, MARYLAND

Plaintiff
vs.
Defendants
Civil Action No.:
, et al.

DEFENDANTS, LLC AND
LLC'S MOTION TO DISMISS PLAINTIFF'S
COMPLAINT & MEMORANDUM OF LAW IN SUPPORT THEREOF

COMES NOW Defendants LLC (" ") and
, LLC (" ") (hereinafter collectively referred to as the " Defendants")

by and through their counsel, Esquire and of the Law Offices
of , pursuant to Maryland Rule 2-322(b)(2), and hereby move to dismiss the
Plaintiffs' Complaint filed against the Defendants. In support thereof, the
Defendants state as follows:

I. Facts & Procedural Background

On February 7, 2013, filed its Complaint, against a number of party-defendants,
asserting negligence and tort-based claims arising from personal injuries alleged to have been
caused as a result of a motor vehicle accident. Two (2) of the parties included in the Complaint
are and , which are both forfeited Maryland entities.

lost its corporate status on October 10, 2010. See Exhibit 1. has
not revived its entity and remains in a forfeited status according to the Maryland Department of

Assessments and Taxation. *Id.* lost its entity status on October 3, 2011. See Exhibit

2. has not revived its entity and remains in a forfeited status according to the Maryland Department of Assessments and Taxation. *Id.*

II. Legal Standard

“In considering a motion to dismiss for failure to state a claim under Maryland Rule 2-322(b)(2), a court must assume the truth of all *well-pleaded* material facts and all inferences that can be drawn from them.” Tavakoli-Nouri v. State of Maryland, 139 Md. App. 716, 725, 779 A.2d 992, 997 (2001), quoting Rossaki v. NUS Corp., 116 Md.App. 11, 18, 695 A.2d 203, 207 (1997) (emphasis added). The material facts setting forth the causes of action “must be pleaded with sufficient specificity. *Bold assertions and conclusory statements by the pleader will not suffice.*” Admonson v. Correctional Med. Svcs., Inc., 359 Md. 238, 246, 753 A.2d 501, 505 (2000) quoting Bobo v. State, 346 Md. 706, 708-709, 697, A.2d 1371, 1372 (1997) (emphasis added). “The grant of a motion to dismiss is proper [only] if the complaint does not disclose, on its face, a legally sufficient cause of action.” Rossaki, 116 Md. App. at 18 (citation omitted).

Furthermore, Maryland common law announces a clear doctrine for determining the validity of a motion to dismiss for failure to state a claim upon which relief can be granted:

The granting of a motion to dismiss is proper when, even if the facts and allegations as set forth in the complaint were proven to be true, the complaint would nevertheless fail to state a claim upon which relief could be granted.

Patton v. United States of Am. Rugby Football, 381 Md. 627, 635, 851 A.2d 566, 570 (2004) citing Valentine v. On Target, Inc., 353 Md. 544, 538-49, 727 A.2d 947, 949 (1999). Plaintiff’s

Complaint includes a multitude of observations and allegations, which may or may not be true.

But even if they are true, Maryland law provides no relief to Plaintiff against the

Defendants given their respective forfeited entity status.

III. Argument

A. Plaintiff cannot sue the Defendants Given Their Status as Forfeited Entities.

Maryland law is well-settled that once an entity's charter is forfeited, said entity ceases to exist in a legal capacity. See Scott v. Seek Lane Venture, Inc., 91 Md.App. 668, 685-86, 605 A.2d 942, 950-41 (1992); citing Atlantic Mill & Lumber Realty Co. v. Keefer, 179 Md. 496, 499-500, 20 A.2d 178 (1941); Cloverfield Improvement Assoc., Inc. v. Seabreeze Properties, Inc., 32 Md.App. 421, 424-26, 362 A.2d 675 (1976); *modified in part and aff'd in part*, 280 Md. 382, 373 A.2d 935 (1977) (the forfeiture of a Maryland entity "puts an end to the corporate existence" and results in any entity assets being transferred to the corporate directors, as trustees, for the entity); H. Brune, Jr., *Maryland Corporation Law and Practice*, §§ 406-08 (Rev. Ed. 1953 & Supp.).

Furthermore, and most importantly in this context, a forfeited entity "can neither sue, nor be sued either *in rem* or *in personam*." Atlantic Mill & Lumber Realty, 179 Md. at 500. A forfeited entity may only be sued through a director or member as trustee. See Scott, 91 Md.App. at 686-87; citing Md. Code Ann., Corp. & Assoc. Art., § 3-515. Despite this bright-line rule, Plaintiff determined to sue the Defendants, both defunct and forfeited entities, which cannot be sued. This undertaking is fatally flawed given the above-referenced case and statutory authority, and as a result, all claims asserted in Plaintiff's Complaint against the Defendants are ripe for dismissal for failure to state a claim upon which relief can be granted pursuant to Maryland Rule 2-322(b)(2).

IV. Conclusion

WHEREFORE, given the above good and valid reasons, the Defendants' Motion to Dismiss should be granted and Plaintiff's Complaint filed against the Defendants should be dismissed with prejudice.

Respectfully submitted,

, Esquire
, Esquire
Law Offices of

Counsel for the Defendants

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 14th day of February, 2013, I mailed, postage prepaid, a copy of the foregoing Motion to:

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