

STATE OF MICHIGAN
IN THE CIRCUIT COURT FOR THE COUNTY OF OAKLAND
BUSINESS COURT

PAUL FORD AND ROWENA FORD

Case No. 23-201069-CB
Hon. Victoria A. Valentine

Plaintiffs,

v.

CAPITOL ROOFING AUTHORITY, LLC,
CAPITOL ROOFING HOLDINGS, LLC and
KEITH A. GREEN
Defendants.

ORDER REMOVING CASE FROM BUSINESS COURT

At a session of said Court, held in the
County of Oakland, State of Michigan
July 5, 2023

HONORABLE VICTORIA A. VALENTINE

This matter is before the Court on the Court's own motion. On June 23, 2023, Plaintiffs filed the present Complaint against Defendants, alleging breach of contract, unjust enrichment, promissory estoppel, and conversion.

The Court is obliged to question, *sua sponte*, its own jurisdiction over the subject matter of an action¹ and is duty bound to take appropriate action for want of subject matter jurisdiction when no such jurisdiction exists.²

Business court jurisdiction is limited to actions involving "business or commercial

¹ See e.g., *In re Estate of Fraser*, 288 Mich 392, 394 (1939).

² See e.g., *In re Estate of Fraser*, 288 Mich at 394. See also *Fox v Univ of Michigan Bd of Regents*, 375 Mich 238, 243 (1965) ("A court which has determined that it has no jurisdiction should not proceed further except to dismiss the action."), citing *Lehman v Lehman*, 312 Mich 102 (1945); *Yee v Shiawassee County Bd of Comm'rs*, 251 Mich App 379, 399 (2002).

disputes.” MCL 600.8035(3).

MCL 600. 8031(1)(c) defines a “business or commercial dispute” as:

(i) An action in which all of the parties are business enterprises, unless the only claims asserted are expressly excluded under subsection (3).

(ii) An action in which 1 or more of the parties is a business enterprise and the other parties are its or their present or former owners, managers, shareholders, members of a limited liability company or a similar business organization, directors, officers, agents, employees, suppliers, guarantors of a commercial loan, or competitors, and the claims arise out of those relationships.

(iii) An action in which 1 of the parties is a nonprofit organization, and the claims arise out of that party’s organizational structure, governance, or finances.

MCL 600.8031(1)(b) defines a business enterprise as “a sole proprietorship, partnership, limited partnership, joint venture, limited liability company, limited liability partnership, for-profit or not-for-profit corporation or professional corporation, business trust, real estate investment trust, or any other entity in which a business may lawfully be conducted in the jurisdiction in which the business is being conducted.”

In the present action, Plaintiffs allege in paragraph one of the Complaint that “Plaintiff, PAUL FORD, is an individual residing in the City of Clarkston, County of Oakland and State of Michigan.” Plaintiffs allege in paragraph two of the Complaint that “Plaintiff, ROWENA FORD, is an individual residing in the City of Clarkston, County of Oakland and State of Michigan.”

Plaintiffs have not provided any factual allegations to support the proposition that either Paul Ford or Rowena Ford can be classified as any type of business entity set forth within the definition of business enterprise under MCL 600.8031(1)(b). Therefore, as alleged, Plaintiffs cannot be considered as one of the statutorily defined business

enterprises contemplated to qualify for business court jurisdiction. Consequently, Plaintiffs' Complaint does not qualify as a business or commercial dispute as defined by MCL 600.8035(1) or under MCL 600.8031(1)(c)(i).

In addition, Plaintiffs have not provided any factual allegations within the Complaint to support the premise that they are a "present or former owner[], manager[], shareholder[], member[] of a limited liability company or similar business organization, director[], officer[], agent[], employee[], supplier[], guarantor[] of a commercial loan, or competitor[]" of the Defendant for this case to qualify for business court jurisdiction under MCL 600.8031(1)(c)(ii).

Finally, there are no allegations in the Complaint from which the Court could conclude that jurisdiction is proper under MCL 600.8031(1)(c)(iii) as there are no allegations that Plaintiffs are a nonprofit organization.

THEREFORE, IT IS HEREBY ORDERED that this matter is REMOVED from the Business Court because Plaintiffs' complaint alleges that they are both individuals; does not meet the criteria set forth under MCL 600.8031(1)(c) and does not qualify as a business or commercial dispute as defined by MCL 600.8035(1).

IT IS FURTHER ORDERED that the Clerk of the Court shall change the case code to CK and reassign this matter to the general civil jurisdiction of the Oakland County Circuit Court.

IT IS SO ORDERED



~~/s/Victoria A. Valentine~~