

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

**ARIA VENTURES, LLC,  
And WANTIFY INC.,**

**Plaintiffs,**

**v**

**Case No. 2019-178184-CB  
Hon. James M. Alexander**

**DOUGLAS DROUILLARD,  
And MALISSA DROUILLARD,**

**Defendants.**

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**OPINION AND ORDER REGARDING BUSINESS COURT JURISDICTION**

On November 25, 2019, Plaintiffs filed a Complaint against Defendants on allegations that Defendants intentionally made false representations of material facts to Plaintiffs regarding project deliverables, the project time line, and the estimate to convince Plaintiff Aria Ventures, LLC to execute the parties' Contract Agreement and to convince Plaintiff Wantify Inc. to continue making payments toward non-party Shrine Development's invoices. Contemporaneous with the filing of the Complaint, Plaintiffs filed a Notice of Assignment to the Business Court – claiming that this is a business or commercial dispute because “one 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.” See MCL 600.8031(1)(c)(ii).

This Court has an obligation to question sua sponte its jurisdiction over the subject matter of an action. *Yee v Shiawassee Co Bd of Comm'rs*, 251 Mich App 379, 399; 651 NW2d 756 (2002). Subject matter jurisdiction is determined by the allegations in the pleadings. *Trost v Buckstop Lure Co, Inc*, 249 Mich App 580, 587-588; 644 NW2d 54 (2002).

Business court jurisdiction is limited to actions involving a “business or commercial dispute.” MCL 600.8035(3). The statute defines a business or commercial dispute as:

- (i) An action in which all of the parties are business enterprises.
- (ii) An action in which one 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)(c).

In this matter, Plaintiffs have not provided any factual allegations within the Complaint to support the premise that either Defendant is a present or former owner, manager, shareholder, member of a limited liability company or a similar business organization, director, officer, agent, employee, supplier, guarantor of a commercial loan, or competitor of either Plaintiff for this case to qualify for business court jurisdiction under MCL 600.8031(1)(c)(ii). Additionally, there are no allegations in the Complaint from which the Court could conclude that jurisdiction is proper under § 8031(1)(c)(i) or (iii).

As written, Plaintiffs’ Complaint does not qualify as a business or commercial dispute as defined by MCL 600.8031(1)(c) or MCL 600.8035(1). The Court is cognizant of Plaintiffs’ allegation that they own Dune Labs, LLC d/b/a Shrine Development, the business enterprise that

executed the Contractor Agreement with Plaintiff Aria Ventures, LLC. However, Shrine Development has not been named as a party to this lawsuit.

The Court shall provide Plaintiffs with an opportunity to file an Amended Complaint to comply with the applicable business court statutes, if warranted, by Friday, January 3, 2020, or the case shall be excluded from business court jurisdiction and reassigned to the general civil docket.

**IT IS SO ORDERED.**

December 20, 2019  
Date

/s/ James M. Alexander  
Hon. James M. Alexander,  
Circuit Court Judge