

STATE OF MICHIGAN
COURT OF APPEALS

HUSSEIN AMR,

UNPUBLISHED
April 25, 1997

Plaintiff-Appellant,

v

No. 187980
Wayne Circuit Court
LC No. 94-422-102-CK

NORMA SUE CLEARY and AUTOMATIVE
TRANSCRIPTION INC., a Michigan
corporation, jointly and severally,

Defendants-Appellees.

Before: Gribbs, P.J., and Holbrook, Jr., and J. L. Martlew,* JJ.

PER CURIAM.

Plaintiff appeals the circuit court order granting defendant Automotive Transcription, Inc. summary disposition. Individual defendant Norma Sue Cleary had earlier been dismissed from this action and her dismissal has not been challenged by plaintiff. Defendant Cleary is not, therefore, a subject of this appeal. We affirm.

Even assuming *arguendo* that R & J Transcriptions, Inc. existed as a *de facto* corporation, we agree with the trial court that the corporation was properly dissolved and that plaintiff has no claim against its alleged successor, defendant Automotive Transcription, Inc. Although stock certificates for R & J Transcriptions, Inc. were prepared, they were never signed or issued, and any business conducted during the brief period before R & J's dissolution was *de minimis*. There is no evidence beyond plaintiff's bare assertions that any of defendant Cleary's assets from her medical transcription business were ever transferred to R & J Transcriptions, Inc. Although Ms Cleary may have intended at one time to transfer her assets, the corporation was dissolved shortly after the articles of incorporation were filed. There is no evidence that Ms. Cleary executed any documents to sell or transfer the equipment she owned to the corporation. The trial court properly concluded that Automotive Transcription was not liable for the obligations of R & J Transcriptions, Inc.

* Circuit judge, sitting on the Court of Appeals by assignment.

Affirmed. Defendant being the prevailing party, it may tax costs pursuant to MCR 7.219.

/s/ Roman S. Gibbs

/s/ Donald E. Holbrook, Jr.