

4. The alleged torts complain of acts that were done in furtherance of the companies business, as opposed to other conduct, and as such has nothing to do with the named defendants in their individual capacity. See 33-6-220(b), 34-44-201, 33-44-303(a). As such, they shall be barred a matter of law.

4. Per South Carolina law, the individually named defendants are not liable for the alleged debts as a matter of law, and the individually named defendants must be dismissed.

LEGAL AUTHORITY

5. It is generally recognized that a corporation is an entity that is separate and distinct from, and its debts are not the individual debts of, its officers and stockholders. See Mid-South Mgt. Co. Inc. v. Sherwood Development Corp. 649 S.E.2d 135, 140 (Ct. App. 2007). "And this oft-stated principle is equally applicable, whether the corporation has many or only one stockholder." DeWitt Truck Brokers, Inc. v. W. Ray Flemming Fruit Co., 540 F.2d 681, 683 (4th Cir. 1976).

5. In this case, Plaintiff has inappropriately sued corporation officers / members in an attempt to recover on a claim which are the alleged debts of the corporation.

ARGUMENT

6. Plaintiff's Amended Complaint alleges that the Defendant, Mary Ann Cook engaged in fraud.

7. Nowhere in the Complaint is there any factual support of deviation as to the numerous elements that must be established for a claim of fraud, including:

(a) a representation;

(b) its falsity;

(c) its materiality;

(d) either knowledge of its falsity or a reckless disregard of its truth or falsity;

(e) intent that the representation be acted upon;

(f) the hearer's ignorance of its falsity;

(g) the hearer's reliance on its truth;

(h) the hearer's right to rely thereon; and

(i) the hearer's consequent and proximate injury.

Carter v. Boyd Const. Co., 255 S.C. 274, 178 S.E.2d 536 (1971).

8. Plaintiff cannot and has not produced any document between it and any individual defendant because no written contract was ever made with the individually named defendants acting in an individual capacity.

9. Even if Plaintiff claims to have made verbal contracts with each of the individual defendants herein, those debts are corporate debts and not a basis for personal liability. Additionally, the individually named defendants are shielded from tort liability by reason of the incorporations of the business they represent, acting, as alleged, in furtherance of the corporate business.

CONCLUSION

10. Plaintiff has alleged claims, which even if true, which are not the personal responsibility of the authorized representatives, officers or members of the limited liability companies or corporations for the reasons cited herein.

11. As to the allegations of negligent misrepresentation and interference with a contract, the allegations themselves are merely speculation, and are on their face, are insufficient to establish personal liability.

WHEREFORE, individual defendants Mary Ann Kanters Cook a/k/a Mary Ann Kanters Cook and Dr. Albert James Cook, II respectfully request this honorable Court dismiss Plaintiffs' causes of action against them with prejudice against it and to issue any all other relief deemed just and appropriate.

Respectfully submitted,

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