

STATE OF SOUTH CAROLINA
COUNTY OF CHESTERFIELD

IN THE COURT OF COMMON PLEAS
FOURTH JUDICIAL CIRCUIT

C/A NO: 2023CP13_____

Ethan Foard,

Plaintiff,

SUMMONS

-VS-

Pageland Chamber of Commerce,

Defendants.

TO: THE DEFENDANT ABOVE-NAMED:

YOU ARE HEREBY SUMMONED and required to answer the Complaint herein, a copy of which is attached and served upon you, and to serve a copy of your Answer to this Complaint upon the subscriber, at the address shown below, within Thirty (30) days after service hereof, exclusive of the day of such service, and if you fail to answer the Complaint, judgment by default will be rendered against you for the relief demanded in the complaint.

Respectfully submitted,

PAUL V. CANNARELLA, P.A.

/s/ James H. Teal II .

James H. Teal II (Bar No. 105867)
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Hartsville, SC

December 4, 2023

Attorney for Plaintiff

**STATE OF SOUTH CAROLINA
COUNTY OF CHESTERFIELD**

**IN THE COURT OF COMMON PLEAS
FOURTH JUDICIAL CIRCUIT**

C/A NO: 2023CP13_____

Ethan Foard,

Plaintiff,

COMPLAINT

-vs-

Pageland Chamber of Commerce,

Defendants.

COMES NOW Plaintiff, through counsel, in this derivative action complaining and alleging the following against the named Defendant, Pageland Chamber of Commerce:

PARTIES

1. Plaintiff is a citizen and resident of Chesterfield County, South Carolina, and more appropriately is the sole member of the Limited Liability Company, Highway 9 Liquor and Wine, LLC, a member of the Pageland Chamber of Commerce.
2. Defendant Pageland Chamber of Commerce, upon information and belief, is a IRC 501(c)(6) nonprofit corporation duly organized and existing pursuant to the laws of the State of South Carolina.

JURISDICTION AND VENUE

3. This court has jurisdiction over the subject matter of this case pursuant to S.C. Const. Art. V § 11, which grants the circuit court general jurisdiction over civil actions.

4. This Court has personal jurisdiction over Pageland Chamber of Commerce as it is a nonprofit corporation situated in Chesterfield County, and further pursuant to S.C. Code §33-31-160(d).
5. Venue in this Court is proper pursuant to S.C. Code § 15-7-30 as all parties reside and operate in Chesterfield County.

FACTUAL ALLEGATIONS

6. The Pageland Chamber of Commerce (hereinafter the “Chamber”) is a nonprofit corporation existing as a volunteer organization for businesses and professional people dedicated to promoting the civic and economic vitality of their community.¹
7. The Chamber is comprised of a Board of Directors, elected annually with each elected Director serving for a period of two years.
8. The Chamber meets monthly and each meeting and subsequent order of business is called by the President, and executive officer of the Chamber.
9. There is no sitting President, there is no Board of Directors, and the Chamber has failed to call any meetings or conduct any business.
10. Upon information and belief, the Chamber is presently nonoperational and with no means of resuming such operations.
11. Upon information and belief, the Chamber presently holds assets and funds which are without supervision or control.
12. Upon information and belief, the Chamber Bylaws allow for judicial intervention as a means for judicial dissolution, including a judicial order to call for a vote of dissolution in

¹ See Pageland Chamber of Commerce: “Mission Statement,” <https://www.pagelandchamber.org>.

the event there is no Board present to call such meeting.

13. Upon information and belief, the Chamber currently occupies a municipal building owned by the Town of Pageland, and the Town has requested that the Chamber vacate the building. Significant time has passed, and the Chamber continues to occupy the building and has failed to vacate.
14. Upon information and belief, the Chamber is a 501(c)(6) nonprofit corporation, and the continued absence of a Board and nonperformance of the Chamber could place the entity's status at risk with the Internal Revenue Service.
15. Without judicial intervention the Chamber will continue to exist without carrying out its duties, and its assets remain at risk of loss or other malfeasance.

FOR A FIRST CAUSE OF ACTION

(Judicial Dissolution)

(S.C. Code §33-14-300 *et seq.*)

16. All allegations and facts set forth above are fully incorporated herein.
17. The Chamber no longer has any members on the Board of Directors, and the corporation has not performed its duties for a substantial period of time.
18. The absence of a viable Board has created a situation in which the Chamber:
 - i. Has misapplied or wasted, or is misapplying and wasting corporate assets and funds;
 - ii. Has failed to perform and carry out the function and purpose of the corporation;
 - iii. Has abandoned its business and has failed, within a reasonable time, to dissolve, to liquidate its affairs, or to distribute its remaining property among its member; and,

- iv. Has abandoned the very purpose, function, and cause of the creation of the corporation, that being to promote the common interest of promoting the civic and economic vitality of the community through local businesses.

19. Plaintiff now petitions this Court for an Order of Judicial Dissolution, whereby the Court orders:

- i. That the Chamber would be enjoined from passing any resolution in the corporate articles or bylaws at the time of judicial dissolution;
- ii. That the Chamber would begin winding up the business, settling of accounts, liquidation of corporate assets, and addressing any needs to allow the business to close;
- iii. That the Chamber would be prohibited from conducting any type of new business except for winding up its affairs; and,
- iv. That the Court would appoint a receiver or custodian as an officer for the court and for the purpose of administering or observing the winding up and dissolution.

FOR A SECOND CAUSE OF ACTION

(Judicial Relief)

(S.C. Code §33-32-160 *et seq.*)

20. All allegations and facts set forth above are fully incorporated herein.

21. The Board of Directors for the Chamber is empty, the Chamber has taken no action for the past several months, and in doing so the Chamber:

- i. Has misapplied or wasted, or is misapplying and wasting corporate assets and funds;

- ii. Has failed to perform and carry out the function and purpose of the corporation; and,
 - iii. Has abandoned its business and has failed, within a reasonable time, to dissolve, to liquidate its affairs, or to distribute its remaining property among its shareholders or members.
22. The absence of Directors on the Board of Directors makes the performance of the Chamber impossible.
23. Plaintiff now seeks judicial intervention from the Court, pursuant to S.C. Code §33-32-160, for an Order directing and calling for a special meeting of the members for the limited purpose of a vote of dissolution, for the winding up of the corporation, and for an accounting of the corporate funds and assets.
24. Further pursuant to S.C. Code §33-32-160, no quorum shall be required for the conducting of the special meeting and notice of such meeting to be published in a newspaper of general circulation, in Chesterfield County, for a period of one week prior to the meeting date.

FOR AN THIRD CAUSE OF ACTION
(TEMPORARY AND PERMANENT RESTRAINING ORDER)
(As to all Defendants)

25. Plaintiff realleges each and every allegation set forth as if fully repeated herein.
26. The Chamber currently holds business accounts, corporate assets, and other resources which are currently unsupervised.
27. The lack of oversight on the part of the Chamber creates a genuine risk of loss, waste, or destruction to any funds or accounts, assets, or resources of the Chamber so long as there

is no oversight or accounting.

28. Plaintiff seeks for this Court to temporarily and permanently restrain the Chamber, and any parties associated therewith, from the transfer, disposal, or liquidation of any corporate assets, resources, properties, bank accounts, stocks, securities, or other financial accounts associated with the Pageland Chamber of Commerce, unless otherwise ordered by the Court.
29. Plaintiff further seeks that the Court appoint, with access, an office of the court to examine the accounts and other assets held by the Chamber to ensure that no malfeasance has occurred, nor shall it occur until the Chamber has been entirely dissolved.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays for judicial intervention in the dissolution and winding up of Defendant corporation, for an Order compelling a meeting of all members for the limited purpose of a vote of dissolution, and for such other and further relief as this Honorable Court deems just and proper.

(Signature Page To Follow)

Respectfully submitted,

PAUL V. CANNARELLA, P.A.

/s/ James H. Teal II .

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