

THE STATE OF SOUTH CAROLINA

In the Court of Appeals

APPEAL FROM CHARLESTON COUNTY

Mikell R. Scarborough, Master-in-Equity

Appellate Case No. 2022-001114

(Case No. 2018-CP-10-4083)

Charleston Carriage Works, LLC,Appellant,

v.

Charleston Animal Society, Ellen Harley, and

Charleston Carriage Horse Advocates, LLCRespondents.

RESPONDENTS’ JOINT RETURN TO APPELLANT’S MOTION TO SUBSTITUTE

Per Rule 240(e), Charleston Animal Society, Ellen Harley, and Charleston Carriage Horse Advocates, LLC (Respondents) file this Return to Appellant’s Motion to Substitute Parties. In its motion, Appellant states: “[O]n January 1, 2024, the appellant, Charleston Carriage Works, L.L.C. will cease operations and cease to exist and there is no successor entity. (The appellant, Charleston Carriage Works, L.L.C., sold its assets and is winding up its business.)” Appellant’s Motion to Substitute, p. 1. Per Appellant, “some entity must be substituted to maintain the action, and the two members of the winding up L.L.C. are appropriate persons to be substituted.” *Id.* Appellant does not actually list the two members of the limited liability company. *Id.* Nonetheless, in a

subsequent submission, Appellant acknowledges that it has only one member, Broderick Christoff. Appellant's Return to Motion for Extension of Time, p. 2. Appellant seems to want to substitute Broderick Christoff, as Member of Charleston Carriage Works, L.L.C., for Charleston Carriage Works, L.L.C.

Appellant, Charleston Carriage Works, L.L.C., has been renamed "Charleston CW LLC". Exhibit A, Sec. of State, Entity Search Results (Last Visited 1/8/2024). Appellant still exists, and no articles of dissolution or termination have been filed as of January 8. *Id.* Although a situation involving a dissolution or termination would have raised questions concerning this appeal (as Respondents indicated in their Motion for Extension of Time), the fact that Appellant is still a viable legal entity makes its motion to substitute not only perplexing, but seemingly unnecessary. Appellant may want the caption of this case to reflect its new moniker, but no need to substitute Broderick Christoff, as Member of Charleston CW LLC, appears to be present. See S.C. Code Ann. §33-44-803(a) and (c) ("*After dissolution*, a member who has not wrongfully dissociated may participate in winding up a limited liability company's business...[and] [a] person winding up a limited liability company's business may...prosecute and defend actions and proceedings, whether civil, criminal, or administrative[.]") (emphasis added). Appellant can continue this appeal, notwithstanding its new name. See S.C. Code Ann. §33-44-112(b)(1) ("Unless its articles of organization provide otherwise, a limited liability company has the same powers as an individual, including power to...sue and be sued, and defend in its name[.]").

In a conversation with Appellant's counsel on January 8, it seems Appellant would agree that no substitution is necessary if Charleston CW LLC remains an existent entity.¹ Appellant's

¹ Appellant's counsel was not involved in the alleged sale of Charleston CW LLC's assets and appears to have been given conflicting information at different times.

counsel indicated that articles of termination or dissolution may be filed in the future, however. As shown, such documents have not been filed as of January 8. Exhibit A.

At this point, Respondents oppose the motion to substitute because they are not clear about what Appellant is seeking to achieve through its motion. Respondents will consent to a change in the caption, making clear that Appellant is now named Charleston CW LLC. If the Court allows substitution, Respondents ask the Court to make clear that Christoff would be carrying on this lawsuit as a Member of the limited liability company only and not in any individual capacity. In the event Appellant does submit articles of dissolution or termination, Respondents wish to reserve the right to address the potential effect of such articles then.

Respectfully submitted,

s/Kevin Maroney
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Business Entities Online

File, Search, and Retrieve Documents Electronically

Charleston CW LLC

Corporate Information

Entity Id: 00577545

Entity Type: Limited Liability Company

Status: Good Standing

Domestic/Foreign: Domestic

Incorporated State: South Carolina

Important Dates

Effective Date: 10/09/2013

Expiration Date: N/A

Term End Date: N/A

Dissolved Date: N/A

Registered Agent

Agent: BRODERICK J. CHRISTOFF

Address: 3033 OLD POND RD
JOHNS ISLAND, South Carolina 29455

Official Documents On File

Filing Type	Filing Date
Amended Articles of Organization	10/02/2023
Organization	10/09/2013

Former Names

Name	Filing Date
CHARLESTON CARRIAGE WORKS. LLC.	10/09/2013

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PROOF OF SERVICE

Per the Supreme Court’s Order concerning electronic service in the Appellate Courts (Order # 2020-000447), I certify that I provided a copy of Respondents’ Joint Return to the Motion to Substitute Parties via email to all counsel, using the email addresses listed on the Attorney Information System (AIS). Counsel were sent a copy at the same time it was filed in the Court of Appeals. In accordance with the Supreme Court’s Order, a copy of the email is enclosed with this Proof of Service.

January 8, 2024

s/ Kevin Maroney
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