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11 Attorneys Specially Appearing for
12 Respondent
13 PRENDA LAW, INC.

14 **UNITED STATE DISTRICT COURT**
15 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**

16 INGENUITY 13, LLC,,
17 Plaintiff,
18 v.
19 JOHN DOE,,
20 Defendant.

Case No. 2:12-CV-08333-ODW (JCx)

PRENDA LAW, INC.'S NOTICE OF DISSOLUTION

Dept: 11
Judge: Hon. Otis D. Wright
Complaint Filed: September 27, 2012
Trial Date: None set

21 TO THE COURT, THE PARTIES, ALL RESPONDENTS AND THEIR
22 ATTORNEYS OF RECORD.

23 Please take notice that on July 26, 2013, the Illinois Secretary of State
24 approved Respondent Prenda Law, Inc.'s request for voluntary dissolution.
25 Notwithstanding Prenda Law, Inc.'s dissolution, applicable federal and Illinois
26 legal authorities permit Prenda Law, Inc. to maintain its current appeals of the
27 various orders arising from the district court's order to show cause ("OSC")
28 proceedings in the above-captioned matter. To wit, Federal Rule of Civil
Procedure, Rule 17, states in relevant part:

Rule 17. Plaintiff and Defendant; Capacity; Public Officers

(b) Capacity to Sue or Be Sued. Capacity to sue or be sued is

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1 determined as follows:

2 (2) for a corporation, by the law under which it was
3 organized;

4 Sections 12.30 and 12.80, respectively, of Illinois' Business Corporation Act
5 (805 ILCS 5/1.01, *et seq.*) state in relevant part the following:

6 **§ 805 ILCS 5/12.30**

7 Sec. 12.30. Effect of dissolution.

8 (a) Dissolution of a corporation terminates its corporate
9 existence and a dissolved corporation shall not thereafter carry
10 on any business except that necessary to wind up and liquidate
11 its business and affairs, including:

12 (5) Doing such other acts as are necessary to wind up and
13 liquidate its business and affairs.

14 (c) Dissolution of a corporation does not:

15 (4) Prevent suit by or against the corporation in its
16 corporate name;

17 (5) Abate or suspend a criminal, civil or any other
18 proceeding pending by or against the corporation on the
19 effective date of dissolution.

20 **§ 805 ILCS 5/12.80**

21 Sec. 12.80. Survival of remedy after dissolution.

22 The dissolution of a corporation either (1) by filing articles of
23 dissolution in accordance with Section 12.20 of this Act [805
24 ILCS 5/12.20], (2) by the issuance of a certificate of dissolution
25 in accordance with Section 12.40 of this Act [805 ILCS
26 5/12.40], (3) by a judgment of dissolution by a circuit court of
27 this State, or (4) by expiration of its period of duration, shall not
28 take away nor impair any civil remedy available to or against
such corporation, its directors, or shareholders, for any right or
claim existing, or any liability incurred, prior to such
dissolution if action or other proceeding thereon is commenced
within five years after the date of such dissolution. Any such
action or proceeding by or against the corporation may be
prosecuted or defended by the corporation in its corporate
name.

Finally, the U.S. Supreme Court has recognized congressional and judicial
respect for the principles of federalism by deferring to the states in determining
whether a corporation organized pursuant to a state's laws may continue its federal

1 litigation pursuits beyond the corporation’s dissolution.

2 But a time-honored feature of the corporate device is that a
3 corporate entity may be utterly dead for most purposes, yet
4 have enough life remaining to litigate its actions. All that is
5 necessary is a statute so providing.

6 Defense Supplies Corp. v. Lawrence Warehouse Co., 336 U.S. 631, 634-35
7 (1949)(citing Oklahoma Natural Gas Co. v. Oklahoma, 273 U.S. 257 (1927); Pease
8 v. Rathbun-Jones Engineering Co., 243 U.S. 273, 277 (1917)).

9 In summary, Prenda Law, Inc. provides this notice in order to conform to its
10 disclosure responsibilities before this court, but in no way should this notice be
11 construed to act as a waiver or dismissal of Prenda Law, Inc.’s appeals in this
12 matter.

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14
15 DATED: August 2, 2013

16 Bv: /s/ Philip W. Vineyard
17 Heather L. Rosing
18 David M. Majchrzak
19 Philip W. Vineyard
20 Attorneys Specially Appearing for
21 Respondent PRENDA LAW, INC.

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