

CALIFORNIA COURT OF APPEAL, THIRD APPELLATE DISTRICT

Meads v. Driggers

Meads v. Driggers · No. C099765 · Decided September 4, 2025

SUMMARY

The California Court of Appeal affirmed an order striking a cross-complaint under the anti-SLAPP statute. The court held that the cross-complaint arose from the plaintiffs’ protected activity of seeking judicial dissolution of a limited liability company, and that the operating agreement’s purported waiver of the statutory right to seek judicial dissolution was unenforceable under the Beverly-Killea Limited Liability Company Act.

CASE DETAILS

COURT	California Court of Appeal, Third Appellate District
WRITING FOR THE COURT	Earl, P. J.; Robie, J.; Wiseman, J.*
JURISDICTION	California Court of Appeal, Third Appellate District
DECIDED	September 4, 2025
DOCKET	C099765
DISPOSITION	affirmed
PROCEDURAL POSTURE	Appeal from an order granting Steven Meads and Penny Lipking-Meads's special motion to strike Jed Driggers and Afterburner, LLC's cross-complaint under California's anti-SLAPP statute.
STANDARD OF REVIEW	De novo review of the grant or denial of an anti-SLAPP motion; the appellate court may affirm on any legally correct ground regardless of the trial court's reasoning.
PRECEDENTIAL VALUE	Published and certified for publication
PARTIES	Jed Driggers, Afterburner, LLC v. Steven Meads, Penny Lipking-Meads

TOPICS

- civil procedure
- appellate procedure
- limited liability companies
- contracts
- statutory interpretation

PRACTICE AREAS

- civil procedure
- appellate procedure
- contracts
- limited liability companies
- commercial litigation

QUESTIONS PRESENTED

1. Whether the cross-complaint arose from the Meadses' protected activity of filing a claim for judicial dissolution.
2. Whether Driggers and Afterburner, LLC could establish the requisite probability of prevailing on their breach of contract and breach of fiduciary duty claims.
3. Whether the Beverly-Killea Limited Liability Company Act permitted LLC members to waive their statutory right to seek judicial dissolution under the circumstances identified in former Corporations Code section 17351.

HOLDINGS

1. The cross-complaint arose from protected petitioning activity because its claims were based on the Meadses' filing of a judicial-dissolution claim.
2. Driggers and Afterburner, LLC could not establish a probability of prevailing because both cross-claims were based on an unlawful, void, and unenforceable waiver provision.
3. Under the Beverly-Killea Limited Liability Company Act, an operating agreement may not vary or waive a member's right to seek judicial dissolution in the circumstances identified in former Corporations Code section 17351.
4. The anti-SLAPP motion was properly granted and the cross-complaint properly stricken.

KEY QUOTATIONS

“We conclude they may not, which also means the cross-complainants cannot demonstrate a probability of prevailing on their claims.” (p. 1)

“Only a cause of action that satisfies both prongs of the anti-SLAPP statute—i.e., that arises from protected speech or petitioning and lacks even minimal merit—is a SLAPP, subject to being stricken under the statute.” (p. 5)

“We thus hold that an operating agreement may not vary—or waive—a member’s right to seek judicial dissolution in the circumstances identified in former section 17351.” (p. 10)

“In other words, if a statute says, “an operating agreement shall not do X,” the parties are not free to ignore that statute by citing the rule that any person may waive the advantages of a law enacted for their benefit.” (p. 13)

FACTUAL BACKGROUND

Steven and Penny Meads operated a business that was later expanded with Jed Driggers, who contributed know-how and operating capital while the Meadses contributed business assets, real property, and cash. The parties formed Afterburner, LLC in 2011, with Driggers as manager and the parties as members. The LLC operating agreement provided that the LLC could be dissolved only by member vote or bankruptcy or insolvency and stated that members agreed not to take other voluntary action causing dissolution. In 2022, the Meadses sued, including a claim for judicial dissolution based on alleged impracticability, the need to protect their rights, and fraud, mismanagement, or abuse of authority; Driggers and the LLC then filed the cross-complaint at issue.

PROCEDURAL HISTORY

The Meadses sued Driggers and Afterburner, LLC, among others, and asserted a claim seeking judicial dissolution of the LLC. Driggers and the LLC filed a cross-complaint alleging breach of contract and breach of fiduciary duty based on the Meadses' filing of the dissolution claim in alleged violation of the LLC operating agreement. The Superior Court of Siskiyou County granted the Meadses' anti-SLAPP motion and struck the cross-complaint. The Court of Appeal affirmed.

DISPOSITION

affirmed

CASES CITED

- Navellier v. Sletten (2002) 29 Cal.4th 82, 85 & fn. 1
- Bonni v. St. Joseph Health System (2021) 11 Cal.5th 995, 1009
- Equilon Enterprises v. Consumer Cause, Inc. (2002) 29 Cal.4th 53, 67
- Baral v. Schnitt (2016) 1 Cal.5th 376, 384
- Park v. Board of Trustees of California State University (2017) 2 Cal.5th 1057, 1060, 1062-1063, 1067
- R. P. Richards, Inc. v. Chartered Construction Corp. (2000) 83 Cal.App.4th 146, 154
- Joslin v. Third Laguna Hills Mutual (2020) 49 Cal.App.5th 366, 369
- Castleman v. Sagaser (2013) 216 Cal.App.4th 481, 490-491
- Overstock.com, Inc. v. Gradient Analytics, Inc. (2007) 151 Cal.App.4th 688, 699-700
- Six4Three, LLC v. Facebook, Inc. (2025) 109 Cal.App.5th 635, 654
- Timney v. Lin (2003) 106 Cal.App.4th 1121, 1126
- Brisbane Lodging, L.P. v. Webcor Builders, Inc. (2013) 216 Cal.App.4th 1249, 1256-1257
- Kennedy v. Kennedy (2015) 235 Cal.App.4th 1474, 1485-1486
- Pacific Palisades Bowl Mobile Estates, LLC v. City of Los Angeles (2012) 55 Cal.4th 783, 805
- Rodriguez v. Superior Court (1993) 14 Cal.App.4th 1260, 1269
- Gombiner v. Swartz (2008) 167 Cal.App.4th 1365, 1372
- Bickel v. City of Piedmont (1997) 16 Cal.4th 1040, 1048
- Lanigan v. City of Los Angeles (2011) 199 Cal.App.4th 1020, 1030
- County of Kern v. T.C.E.F., Inc. (2016) 246 Cal.App.4th 301, 320
- Camarillo v. Vaage (2003) 105 Cal.App.4th 552, 568

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