

FLORIDA THIRD DISTRICT COURT OF APPEAL

Septentriona Domus, LLC v. Keystone Morgan Real Estate and
Property Management LLC

Septentriona Domus, LLC v. Keystone Morgan Real Estate and Property Management LLC · No. 3D24-0264 ·
Decided March 19, 2025

SUMMARY

The Florida Third District Court of Appeal affirmed a final summary judgment for Joan Bennett and Keystone Property Management, Inc. in an investment-property dispute involving alleged fraudulent inducement, breach of fiduciary duty, civil conspiracy, negligent misrepresentation, and violations of Florida's Deceptive and Unfair Trade Practices Act. The court held that the appellants failed to identify probative evidence establishing a genuine issue of material fact or a basis for imposing liability on the appellees for the conduct of other defendants.

CASE DETAILS

COURT	Florida Third District Court of Appeal
WRITING FOR THE COURT	SCALES, J.; FERNANDEZ, J.; MILLER, J.
JURISDICTION	Florida Third District Court of Appeal
DECIDED	March 19, 2025
DOCKET	3D24-0264
DISPOSITION	affirmed
PROCEDURAL POSTURE	Plaintiffs appealed a final summary judgment entered for defendants in an action alleging fraudulent inducement, breach of fiduciary duty, civil conspiracy, negligent misrepresentation, and violations of the Florida Deceptive and Unfair Trade Practices Act.
STANDARD OF REVIEW	Summary judgment is reviewed de novo. Under Florida Rule of Civil Procedure 1.510 and Celotex, when the nonmovant bears the trial burden, the movant may meet its initial burden by demonstrating an absence of proof supporting the nonmovant's case; the nonmovant must then produce probative evidence creating a genuine issue of material fact.
PRECEDENTIAL VALUE	Published Florida district court of appeal opinion

PARTIES

Septentriona Domus, LLC, Meridiana Domus, LLC, Jean Paul Charles, Thierry Goix v. Keystone Morgan Real Estate and Property Management LLC, Keystone Property Management, Inc., Joan Bennett

TOPICS

summary judgment

standard of review

civil procedure

commercial litigation

consumer protection

PRACTICE AREAS

civil procedure

commercial litigation

real estate

consumer protection

torts

QUESTIONS PRESENTED

1. Whether the defendants were entitled to summary judgment because appellants failed to identify probative evidence establishing a genuine issue of material fact on their asserted claims.
2. Whether appellants presented evidence that Joan Bennett made actionable misrepresentations, had a fiduciary relationship with appellants, or was personally liable for conduct by Bruno Cluzel or Keystone Morgan.
3. Whether appellants presented evidence of wrongful conduct by Keystone Property Management, Inc. or a legal basis for imposing derivative liability on it for conduct by Keystone Morgan.

HOLDINGS

1. Summary judgment was proper because appellants failed to identify probative evidence that would permit a factfinder to find in their favor on any asserted claim.
2. Appellants failed to establish a genuine issue of material fact because they identified no probative record evidence that Bennett made actionable misrepresentations to them on which they detrimentally relied.
3. Appellants failed to establish a genuine issue of material fact because they identified neither wrongful conduct by Keystone nor a legal basis for holding Keystone liable for conduct by Keystone Morgan or Cluzel.

KEY QUOTATIONS

“Because Appellants’ summary judgment showing did not demonstrate any genuine issue of fact that could form the basis of a verdict in their favor, we affirm.” (at 3)

“Once the moving party demonstrates an absence of proof, “it is incumbent upon the nonmoving party to come forward with evidentiary material demonstrating that a genuine issue of material fact exists as to an element necessary for the non-movant to prevail at trial.”” (at 4)

““If the evidence [presented by the nonmovant] is merely colorable, or is not significantly probative, summary judgment may be granted.”” (at 4)

“‘[T]he nonmovant’s evidence must be of sufficient weight and quality that ‘reasonable jurors could find by a preponderance of the evidence that [the nonmovant] is entitled to a verdict.’” (at 4)

FACTUAL BACKGROUND

Appellants alleged that defendants fraudulently induced them to purchase ten investment properties in Detroit and Atlanta at inflated prices and later mismanaged those properties. Most direct communications with appellants were conducted by Bruno Cluzel, rather than Joan Bennett, and the properties were briefly managed by Keystone Morgan under written management agreements. Appellants sought to hold Bennett liable based on her affiliation with Cluzel and Keystone Morgan and to hold Keystone Property Management, Inc. liable based on Bennett's control and Keystone's ownership interest in Keystone Morgan.

PROCEDURAL HISTORY

Appellants sued defendants based on alleged fraudulent inducement and mismanagement of investment properties. The trial court conducted a summary judgment hearing on September 27, 2023, entered a detailed summary judgment order, and then entered final summary judgment for Joan Bennett and Keystone Property Management, Inc. on January 17, 2024. Appellants appealed, and the Third District Court of Appeal affirmed.

DISPOSITION

affirmed

CASES CITED

- Celotex Corp. v. Catrett, 477 U.S. 317, 325 (1986)
- Coury v. City of Tampa, 397 So. 3d 805, 811-12 (Fla. 2d DCA 2024)
- Rich v. Narog, Rich v. Narog, 366 So. 3d 1111, 1118 (Fla. 3d DCA 2022)
- Ibarra v. Ross Dress for Less, Inc., 350 So. 3d 465, 467 (Fla. 3d DCA 2022)
- Susan Fixel, Inc. v. Rosenthal & Rosenthal, Inc., 842 So. 2d 204, 209 (Fla. 3d DCA 2003)
- Ruiz v. Warren Henry Autos., Inc., 949 So. 2d 261, 262 (Fla. 3d DCA 2007)
- In re Amendments to Florida Rule of Civil Procedure 1.510, 309 So. 3d 192, 193 (Fla. 2020)
- Anderson v. Liberty Lobby, Inc., 477 U.S. 242, 252 (1986)

OPINION

PER CURIAM.

Third District Court of Appeal State of Florida Opinion filed March 19, 2025. Not final until disposition of timely filed motion for rehearing. _____ No. 3D24-0264 Lower Tribunal No. 18-3917 _____ Septentriona Domus, LLC, et al., Appellants, vs. Keystone Morgan Real Estate and Property Management LLC, et al., Appellees. An Appeal from the Circuit Court for Miami-Dade County, Reemberto Diaz, Judge.

Milson Law, PA, and Nicole A. Milson, for appellants. John L. Penson, P.A., and John L. Penson, for appellees. Before FERNANDEZ, SCALES and MILLER, JJ. SCALES, J. Appellants,¹ plaintiffs below, appeal a January 17, 2024 final summary judgment entered in favor of appellees, defendants below, Joan Bennett and Keystone Property Management, Inc. (“Keystone”) (together, “Appellees”).² Because Appellants’ summary judgment showing did not demonstrate any genuine issue of fact that could form the basis of a verdict in their favor, we affirm.

I. Relevant Background Appellants allege that they suffered investment losses after Appellees fraudulently induced them to purchase, at inflated prices, ten investment properties in Detroit and Atlanta. Appellants also allege that Appellees mis- managed the properties. Appellants’ operative complaint – asserting claims of fraudulent inducement, breach of fiduciary duty, civil conspiracy, negligent misrepresentation, and violation of Florida’s Deceptive and Unfair Trade Practices Act – alleges, and the record reflects, that virtually all direct ¹ The appellants are individuals, Jean Paul Charles and Thierry Goix, and limited liability companies, Septentriona Domus, LLC, and Meridiana Domus, LLC (collectively, “Appellants”).

Charles and Goix, French nationals, own and manage these two limited liability companies. ² On December 15, 2022, final default judgments were entered against three of Appellees’ co-defendants, Keystone Morgan Real Estate and Property Management, LLC (“Keystone Morgan”), Morgan Stachs, LLC and Bruno Cluzel. These judgments have not been appealed. ² communications with Appellants were conducted through Bennett’s business partner, Cluzel.³ Similarly, the record reflects that, after Appellants’ limited liability companies purchased the properties, the properties were managed, albeit briefly, by Keystone Morgan pursuant to written management agreements.

While not entirely clear from the operative complaint, it appears that Appellants seek to hold Bennett liable for their investment losses merely because of Bennett’s affiliation with both Cluzel and Keystone Morgan. Even more derivatively, Appellants seek to impose liability on Keystone simply because it was controlled by Bennett and held a fifty percent interest in Keystone Morgan.

Appellees filed a joint motion for summary judgment in which they argue that there is no evidence that Bennett made any false representations to Appellants, no fiduciary relationship between Bennett and Appellants existed, and no basis for Bennett to be held personally liable for any alleged conduct of Cluzel or Keystone Morgan.

As it relates to Keystone, the motion asserts that there is no evidence of any wrongdoing by Keystone nor is there ³ In fact, only Cluzel was able to communicate with Charles and Goix in French. ³ any basis to hold Keystone liable for any conduct of either Cluzel or Keystone Morgan.

After conducting a September 27, 2023 hearing, the trial court entered a detailed, thirteen-page summary judgment order in Appellees’ favor. Ultimately, the trial court entered the challenged

summary final judgment from which Appellants take this appeal. II. Analysis⁴ Because Appellants, the nonmovants, bore the burden of proof at trial, Appellees' summary judgment motion needed only to demonstrate that there was an absence of proof to support Appellants' case.

Celotex Corp. v. Catrett, 477 U.S. 317, 325 (1986). The corollary of this *Celotex* rule is that a movant for summary judgment need not present evidence when the burden of persuasion at trial is on the nonmovant. *Coury v. City of Tampa*, 397 So. 3d 805, 811-12 (Fla. 2d DCA 2024). Once the moving party demonstrates an absence of proof, "it is incumbent upon the nonmoving party to come forward with evidentiary material demonstrating that a genuine issue of material fact exists as to an element necessary for the non-movant to prevail at trial." *Rich v. Narog*, 366 So.

3d 1111, 1118 (Fla. 3d DCA 2022); see Fla. 4 We review a summary judgment de novo. *Ibarra v. Ross Dress for Less, Inc.*, 350 So. 3d 465, 467 (Fla. 3d DCA 2022). 4 R. Civ. P. 1.510(c)(1)(A). "If the evidence [presented by the nonmovant] is merely colorable, or is not significantly probative, summary judgment may be granted." *Rich*, 366 So. 3d at 1118 (quoting *In re Amends. to Fla. Rule of Civil Procedure 1.510*, 309 So.

3d 192, 193 (Fla. 2020)). "[T]he nonmovant's evidence must be of sufficient weight and quality that 'reasonable jurors could find by a preponderance of the evidence that [the nonmovant] is entitled to a verdict.'" *Id.* (quoting *Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 252 (1986)).

In this case, Appellees met their initial summary judgment burden; thus, to defeat Appellees' summary judgment motion, it was incumbent upon Appellants to identify probative record evidence that, if believed by a factfinder, would entitle them to a verdict.

For example, to establish their misrepresentation claims against Appellees, Appellants had to point to probative record evidence showing that Bennett made misrepresentations to them, upon which they detrimentally relied. See *Susan Fixel, Inc. v. Rosenthal & Rosenthal, Inc.*, 842 So. 2d 204, 209 (Fla. 3d DCA 2003) (fraudulent inducement); see also *Ruiz v. Warren Henry Autos., Inc.*, 949 So.

2d 261, 262 (Fla. 3d DCA 2007) (negligent misrepresentation). Similarly, regarding their claims against Keystone, Appellants either had to identify 5 wrongful conduct of Keystone or a basis for finding Keystone liable for the alleged conduct of Keystone Morgan or Cruzel.

In sum, we agree with the trial court that Appellants failed to make any showing that that there existed a genuine issue of fact regarding any of the claims Appellants asserted against Appellees. Our de novo review of the record reveals no probative evidence that would allow Appellants to prevail at trial on any of their asserted claims.

Accordingly, we affirm the challenged summary final judgment. Affirmed. 6

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