

DISTRICT COURT OF APPEAL OF FLORIDA, FOURTH DISTRICT

Hampton Island Preservation, LLC v. Club & Community Corporation

998 So. 2d 665 (Fla. Dist. Ct. App. 2009) · No. No. 4D08-3022 · Decided January 5, 2009

SUMMARY

The Florida Fourth District Court of Appeal considered whether Florida courts had personal jurisdiction over a Georgia limited liability company in a contract-related damages action. The court held that the allegations satisfied Florida's long-arm statute, but the plaintiff failed to establish constitutionally sufficient minimum contacts after the defendant contested jurisdiction by affidavit. The court reversed and remanded with directions to dismiss the second amended complaint for lack of personal jurisdiction.

CASE DETAILS

|                       |                                                                                                                                                                             |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| COURT                 | District Court of Appeal of Florida, Fourth District                                                                                                                        |
| WRITING FOR THE COURT | Per curiam; Shahood; Taylor; Hazouri                                                                                                                                        |
| JURISDICTION          | Florida                                                                                                                                                                     |
| DECIDED               | January 5, 2009                                                                                                                                                             |
| DOCKET                | No. 4D08-3022                                                                                                                                                               |
| DISPOSITION           | reversed_and_remanded                                                                                                                                                       |
| PROCEDURAL POSTURE    | Appeal from a non-final order denying a motion to dismiss a second amended complaint for lack of personal jurisdiction.                                                     |
| STANDARD OF REVIEW    | The opinion applies the two-step legal test for personal jurisdiction over a nonresident and reviews the denial of the motion to dismiss for lack of personal jurisdiction. |
| PRECEDENTIAL VALUE    | Published opinion                                                                                                                                                           |
| PARTIES               | Hampton Island Preservation, LLC v. Club & Community Corporation                                                                                                            |

TOPICS

- personal jurisdiction
- interlocutory appeal
- civil procedure
- contracts
- commercial litigation

PRACTICE AREAS

## QUESTIONS PRESENTED

1. Whether Florida's long-arm statute supplied a basis for personal jurisdiction over Hampton Island based on the alleged contractual requirement that payments be made in Florida.
2. Whether Hampton Island had sufficient minimum contacts with Florida to satisfy constitutional due process.
3. Whether the unsigned forum-selection clause, standing alone, could establish personal jurisdiction over an objecting nonresident defendant.

## HOLDINGS

1. CCC alleged sufficient un rebutted facts to satisfy the first prong of Florida's personal-jurisdiction inquiry because the contract was allegedly made with a Florida resident and required payment in Florida.
2. CCC failed to establish sufficient minimum contacts to satisfy the constitutional due-process prong of personal jurisdiction because, after Hampton Island contested jurisdiction by affidavit, CCC submitted no opposing affidavit or other evidence establishing minimum contacts.
3. A forum-selection clause designating Florida cannot operate as the sole basis for Florida to exercise personal jurisdiction over an objecting nonresident defendant, particularly where the clause appeared in an unsigned agreement.

## KEY QUOTATIONS

*"There is a two-step inquiry for determining whether a Florida court has personal jurisdiction over a nonresident."* (998 So. 2d at 667)

*"Both parts must be satisfied for a court to exercise personal jurisdiction over a non-resident defendant."* (998 So. 2d at 668)

*"CCC has failed to establish the second prong for personal jurisdiction in Florida."* (998 So. 2d at 668)

## FACTUAL BACKGROUND

Club & Community Corporation, a Florida corporation, alleged that it entered into professional-services agreements with Hampton Island Preservation, a Georgia limited liability company. CCC asserted that the contract required payments to be made in Palm Beach County and relied in part on a forum-selection clause in an unsigned agreement. Hampton Island's manager submitted an affidavit stating that he had no knowledge that an authorized Hampton representative executed the agreement, and CCC submitted no opposing affidavit.

## PROCEDURAL HISTORY

Club & Community Corporation sued Hampton Island Preservation, LLC, asserting claims for breach of contract, gross negligence, quantum meruit, and unjust enrichment. The trial court twice dismissed earlier complaints without prejudice, but denied Hampton Island's motion to dismiss the second amended complaint.

The Fourth District reversed and remanded with directions to dismiss the second amended complaint for lack of personal jurisdiction.

#### DISPOSITION

reversed\_and\_remanded

#### REMAND INSTRUCTIONS

The trial court was directed to enter an order dismissing the second amended complaint for lack of personal jurisdiction.

#### CASES CITED

- Venetian Salami Company v. Parthenais, Venetian Salami Co. v. Parthenais, 554 So. 2d 499, 502 (Fla. 1989)
- Am. Fin. Trading Corp. v. Bauer, 828 So. 2d 1071, 1074 (Fla. 4th DCA 2002)
- Becker v. Hooshmand, 841 So. 2d 561, 562 (Fla. 4th DCA 2003)
- Woodard Chevrolet, Inc. v. Taylor Corp., 949 So. 2d 268, 270 (Fla. 4th DCA 2007)
- World-Wide Volkswagen Corp. v. Woodson, 444 U.S. 286, 297 (1980)
- Burger King Corp. v. Rudzewicz, Burger King Corp. v. Rudzewicz, 471 U.S. 462, 474-75 (1985)
- Vacation Ventures, Inc. v. Holiday Promotions, Inc., 687 So. 2d 286, 290 (Fla. 5th DCA 1997)
- McRae v. J.D./M.D., Inc., 511 So. 2d 540, 542 (Fla. 1987)