

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

Cohen v. Hakim

Civil Action No. 25-320-RGA (D. Del. Mar. 2026) · No. Civil Action No. 25-320-RGA · Decided March 5, 2026

SUMMARY

The United States District Court for the District of Delaware grants Defendant Nouri Edward Hakim’s motion to dismiss for lack of personal jurisdiction. The court holds that Hakim’s incorporation of Admar International, Inc., corporate activities, disputed ownership interest, and status as an officer did not establish specific jurisdiction or consent to jurisdiction under Delaware law.

CASE DETAILS

COURT	United States District Court for the District of Delaware
JURISDICTION	United States District Court for the District of Delaware
DECIDED	March 5, 2026
DOCKET	Civil Action No. 25-320-RGA
DISPOSITION	other
PROCEDURAL POSTURE	Defendant moved to dismiss for lack of personal jurisdiction or improper venue, or alternatively to transfer the case under 28 U.S.C. § 1404(a). Defendant also moved to remand the action to state court after removing it from the Delaware Court of Chancery. The court denied remand and granted dismissal for lack of personal jurisdiction.
STANDARD OF REVIEW	On a Rule 12(b)(2) motion, the plaintiff bears the burden of establishing a prima facie case for personal jurisdiction by showing with reasonable particularity sufficient contacts between the defendant and the forum state.
PRECEDENTIAL VALUE	nonprecedential

TOPICS

- personal jurisdiction
- motions to dismiss
- civil procedure
- corporate law
- commercial litigation

PRACTICE AREAS

- civil procedure
- personal jurisdiction
- corporate law
- commercial litigation

QUESTIONS PRESENTED

1. Whether Delaware's long-arm statute, 10 Del. C. § 3104(c)(1), authorized specific personal jurisdiction over Hakim based on his incorporation of Admar or other corporate activities in Delaware.
2. Whether Hakim consented to personal jurisdiction through his disputed ownership of Admar's stock.
3. Whether Hakim consented to personal jurisdiction under Delaware's officer-and-director consent statute, 10 Del. C. § 3114(b).
4. Whether the action should be dismissed for lack of personal jurisdiction.

HOLDINGS

1. Hakim's incorporation of Admar in Delaware and his other alleged corporate activities did not establish specific personal jurisdiction because Cohen's ownership claims lacked the required nexus to those activities.
2. Hakim's disputed ownership of stock in a Delaware corporation did not establish personal jurisdiction because the action did not concern the legal existence, validity, or attributes of the stock itself.
3. Hakim did not consent to personal jurisdiction under 10 Del. C. § 3114(b) because Admar was only a nominal defendant and the alleged wrongful conduct was personal to Hakim rather than conduct undertaken through his corporate powers.

KEY QUOTATIONS

“As Cohen has not met his burden of establishing personal jurisdiction over Hakim, Hakim’s motion to dismiss for lack of personal jurisdiction is GRANTED.”

“Delaware courts have held consistently that forming a Delaware entity constitutes the transaction of business within Delaware that is sufficient to establish specific personal jurisdiction under Section 3104(c)(1).”

“The action in this case is brought against Hakim. Admar is simply a Nominal Defendant.”

FACTUAL BACKGROUND

The dispute concerns ownership and control of Admar International, Inc., a Delaware corporation incorporated in 1994. Cohen alleged that Admar was created with him as sole shareholder during a reorganization of the family business, while Hakim later asserted that he was Admar's sole shareholder and personally owned its intellectual property. Cohen sought a declaration of ownership or validation of his stock, but the court found that the alleged wrongful ownership assertion was not sufficiently connected to Hakim's incorporation, corporate activities, stock ownership, or status as an officer of the Delaware corporation.

PROCEDURAL HISTORY

Cohen filed an action in the Delaware Court of Chancery seeking a declaration that he was the sole owner of Admar International, Inc., or alternatively validation of his stock under Delaware law. Hakim removed the case to the United States District Court for the District of Delaware, filed motions to remand and to dismiss or transfer, and filed a mirror-image action in the Western District of Louisiana. The Delaware court denied remand, declined to reach venue or transfer, and granted Hakim's Rule 12(b)(2) motion.

DISPOSITION

other

REMAND INSTRUCTIONS

The court stated that an appropriate order would issue. It did not reach venue or transfer under 28 U.S.C. § 1404(a).

CASES CITED

- Mellon Bank (E.) PSFS, Nat. Ass'n v. Farino, 960 F.2d 1217, 1223 (3d Cir. 1992)
- Insurance Corp. of Ireland, Ltd. v. Compagnie des Bauxites de Guinee, 456 U.S. 694, 702-04 (1982)
- Eurofins Pharma US Holdings v. BioAlliance Pharma SA, 523 F.3d 147, 155 (3d Cir. 2008)
- International Shoe Co. v. State of Washington, International Shoe Co. v. State of Washington, Office of Unemployment Compensation & Placement, 326 U.S. 310, 315 (1945)
- LaNuova D & B, S.p.A. v. Bowe Co., 513 A.2d 764, 768, 786 (Del. 1986)
- Power Integrations, Inc. v. BCD Semiconductor Corp., 547 F. Supp. 2d 365, 370 n.3 (D. Del. 2008)
- Eudaily v. Harmon, 420 A.2d 1175, 1180 (Del. 1980)
- Crescent/Mach I Partners, L.P. v. Turner, 846 A.2d 963, 978 (Del. Ch. 2000)
- Terramar Retail Centers, LLC v. Marion #2-Seaport Trust U/A/D June 21, 2002, 2017 WL 3575712, at *5, *8 (Del. Ch. Aug. 18, 2017)
- In re Mobilactive Media, LLC, 2013 WL 297950, at *28 (Del. Ch. Jan. 25, 2013)
- Shamrock Holdings of Cal., Inc. v. Arenson, 421 F. Supp. 2d 800, 804, 806 (D. Del. 2006)
- Connecticut General Life Insurance Co. v. Pinkas, 2011 WL 5222796, at *2 (Del. Ch. Oct. 28, 2011)
- Cairns v. Gelmon, 1998 WL 276226, at *3 (Del. Ch. May 21, 1998)
- Gilbralt Capital Corp. v. Smith, 2001 WL 647837, at *5 (Del. Ch. May 9, 2001)
- Solae, LLC v. Hershey Canada, Inc., 557 F. Supp. 2d 452, 459-60 (D. Del. 2008)
- Sanitec Industries v. Sanitec Worldwide, Ltd., 376 F. Supp. 2d 571, 574 (D. Del. 2005)
- Istituto Bancario Italiano SpA v. Hunter Engineering Co., 449 A.2d 210, 222 (Del. 1982)
- Deutsche Bank AG v. Devon Park Bioventures, L.P., 2023 WL 7159921, at *8 (Del. Ch. Oct. 31, 2023)
- Arden-Mayfair, Inc. v. Louart Corp., 385 A.2d 3, 7 (Del. Ch. 1978)
- Tuckman v. Aerosonic Corp., 394 A.2d 226, 229 (Del. Ch. 1978)
- Hart Holding Co. v. Drexel Burnham Lambert, Inc., 1992 WL 127567, at *7 (Del. Ch. May 28, 1992)
- Princeton Carbonworks, Inc. v. Daniels, 2025 WL 2661735, at *4 (D. Del. Sept. 17, 2025)
- OneScreen Inc. v. Hudgens, 2010 WL 1223937, at *4-5 (Del. Ch. Mar. 30, 2010)
- Hazout v. Ting, 134 A.3d 274, 277, 289-90 (Del. 2016)
- BAM International, LLC v. MSBA Group Inc., 2021 WL 5905878, at *9 (Del. Ch. Dec. 14, 2021)
- Gurmessa v. Genocide Prevention in Eth., Inc., 2023 WL 2683497, at *3 (D. Del. Mar. 29, 2023)
- You Map, Inc. v. Snap Inc., 2021 WL 106498, at *5 (D. Del. Jan. 21, 2021)

