

STATE OF MICHIGAN
3rd JUDICIAL CIRCUIT COURT
COUNTY OF WAYNE

BILL SCHUETTE, Attorney General
of the State of Michigan,

Plaintiff,

Case No. 16-_____ -AW

Honorable _____

v

SUMMIT OF DETROIT, P.C.,
SUMMIT WOMEN'S CENTER OF DETROIT, INC.
DAVID LIPTON, in his capacity as Officer,
director and shareholder of Summit of Detroit, P.C. and
Summit Women's Center of Detroit, Inc., and
ANISE BURRELL, Administrator of Summit of Detroit, P.C.
and Summit Women's Center of Detroit, Inc.

Defendants.

William R. Bloomfield (P68515)
Mark A. Gabrielse (P75163)
Assistant Attorneys General
Attorneys for Plaintiff
Michigan Department of Attorney General
Corporate Oversight Division
P.O. Box 30755
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**There is no other pending or resolved civil action arising out of the
transaction or occurrence alleged in this Complaint.**

VERIFIED COMPLAINT FOR QUO WARRANTO
TO DISSOLVE SUMMIT OF DETROIT, P.C.,
AND FOR INJUNCTIVE AND OTHER RELIEF

Plaintiff Bill Schuette, Attorney General of the State of Michigan, and William R. Bloomfield and Mark A. Gabrielse, Assistant Attorneys General, representing the People of the State of Michigan, bring this Complaint for quo warranto against Defendants and requesting the dissolution of Summit of Detroit, P.C., and injunctive relief and fines against all Defendants. In support of the Complaint, the Attorney General alleges:

THE PARTIES

1. Plaintiff is the Attorney General of the State of Michigan, appearing on behalf of the People of the State of Michigan under his statutory and common law authority to bring this quo warranto Complaint. MCR 3.306.

2. Defendant Summit Women's Center of Detroit, Inc. ("Summit Inc.") is a foreign profit corporation with a registered office address of 601 Abbot Road, East Lansing, MI 48823. Its registered agent is CSC-Lawyers Incorporating Service. Summit Inc. obtained its certificate of authority to transact business in Michigan on April 13, 2007 and was assigned an identification number of 60052T.

3. Defendant Summit of Detroit, P.C. ("Summit P.C.") is a domestic professional corporation with a registered office address of 601 Abbot Road, East Lansing, MI 48823. Its registered agent is CSC-Lawyers Incorporating Service. Summit P.C. was incorporated on May 4, 2011 and was assigned an identification number of 03622L. Summit P.C. has also registered the following assumed names: Summit Women's Center of Michigan; Summit Women Center; Summit Medical Center; and Summit Medical Center of Michigan.

4. Defendant David Lipton is the president, secretary, treasurer, and director for both Summit Inc. and Summit P.C. Defendant Lipton is also the sole shareholder of Summit P.C.

5. Defendant Anise Burrell signed the 2013 Summit P.C. annual report to LARA as its administrator. Burrell is also listed as the contact on Summit P.C.'s four Certificate of Assumed Name filings filed with LARA on November 22, 2013. And Defendant Burrell is listed as the administrator for Summit Inc. on the June 4, 2015 state licensure survey conducted by the Department of Licensing and Regulatory Affairs.

STANDING, JURISDICTION, AND VENUE

6. Standing, jurisdiction, and venue are authorized by the following statutes and court rules.

7. Section 821 of Michigan's Business Corporation Act states:

- (1) The attorney general may bring an action in the circuit court of the county in which the principal place of business or registered office of the corporation is located for dissolution of a corporation upon the ground that the corporation has committed any of the following acts:
 - (a) Procured its organization through fraud.
 - (b) Repeatedly and willfully exceeded the authority conferred upon it by law.
 - (c) Repeatedly and willfully conducted its business in an unlawful manner.
- (2) The enumeration in this section of grounds for dissolution does not exclude any other statutory or common law action by the attorney general for dissolution of a corporation or revocation or forfeiture of its corporate franchises. [MCL 450.1821.]

8. Section 286 of the Business Corporation Act specifically authorizes the Attorney General to dissolve a professional corporation whose officer or shareholder is legally disqualified from providing professional services:

If an officer, shareholder, agent, or employee of a professional corporation becomes legally disqualified to provide the professional services provided by the corporation, or accepts employment that under existing law restricts or limits his or her authority to continue providing those professional services, he or she shall sever within a reasonable period all employment with and financial interests in the professional corporation. ***A professional corporation's failure to require compliance with this section is grounds for the forfeiture of its articles of incorporation and its dissolution.*** If a professional corporation's failure to comply with this section is brought to the attention of the administrator, he or she shall notify the attorney general of the failure and ***the attorney general may take appropriate action to dissolve the professional corporation.*** [MCL 450.1286 (Emphasis added).]

9. Section 3601 of the Revised Judicature Act empowers this Court to grant injunctive relief against a corporate or individual defendant in response to the Attorney General's complaint, stating:

- (1) Upon complaint being filed by the attorney general, the circuit court may enjoin any corporation from assuming or exercising any franchise, liberty, or privilege or transacting any business not authorized by the corporation's charter. The court may in the same manner restrain any individuals from exercising any corporate rights, privileges, or franchises which have not been granted to them by the laws of this state.
- (2) The court may issue the injunction before the answer, upon satisfactory proof that the defendants have usurped, exercised or claimed any franchise, privilege, liberty, or corporate right not granted to them; and after the answer the injunction may be continued until final judgment is had. [MCL 600.3601.]

See also MCL 600.3605 for jurisdiction of the circuit courts over corporate matters.

10. Section 4501 of the Revised Judicature Act requires the Attorney General to bring the present quo warranto action, since Defendants are clearly violating the authority granted to a professional corporation. Section 4501 states:

The attorney general *shall* bring an action for quo warranto when the facts clearly warrant the bringing of that action. If the attorney general receives information from a private party and refuses to act, the private party may bring the action upon leave of court. [MCL 600.4501 (Emphasis added).]

11. The Court Rules also support both the Attorney General's authority to bring the present action for quo warranto and venue in the circuit court. MCR 3.306 states:

(A) Jurisdiction.

(1) An action for quo warranto against a person who usurps, intrudes into, or unlawfully holds or exercises a state office, or against a state officer who does or suffers an act that by law works a forfeiture of the office, must be brought in the Court of Appeals.

(2) All other actions for quo warranto must be brought in the circuit court.

(B) Parties.

(1) *Actions by Attorney General.* An action for quo warranto is to be brought by the Attorney General when the action is against:

(d) a corporation that is in violation of a provision of the act or acts creating, offering, or renewing the corporation;

(e) a corporation that has violated the provisions of a law under which the corporation forfeits its charter by misuse;

* * *

(D) Venue. The general venue statutes and rules apply to actions for quo warranto, unless a specific statute or rule contains a special venue provision applicable to an action for quo warranto.

12. Venue is proper in Wayne County under Section 1621 of the Revised Judicature Act, which states: "The county in which a defendant resides, has a place

of business, or conducts business, or in which the registered office of a defendant corporation is located, is a proper county in which to commence and try an action.” MCL 600.1621. Defendants conduct business at Summit Women’s Center, which is located at 15801 W. McNichols Road, Detroit, Michigan in Wayne County.

COMMON ALLEGATIONS

First Complaints

13. In late 2013, the Attorney General received two complaints regarding a possible violation of Michigan’s laws regarding professional corporations, which require corporations providing services in a “learned profession” to incorporate as a professional corporation owned by a licensed person in that learned profession. The complaints alleged that Summit Inc. was providing medical services performed by physicians, but was not owned by a physician.

14. Sections 281 through 289 of the Business Corporations Act address professional corporations. Section 281 states: “A corporation must incorporate as a professional corporation under this chapter if it is incorporated to provide 1 or more services in a learned profession, whether or not it is providing other professional services.” MCL 450.1281. Section 283(2) states: “Each shareholder of a professional corporation must be a licensed person in 1 or more of the professional services provided by the professional corporation.” MCL 450.1283(2).

15. At the time of the complaints, a review of Summit Inc.’s corporate filings with LARA showed that Summit Inc. was a foreign profit corporation incorporated in the state of Georgia and operating in Michigan under a certificate of

authority since 2007. Defendant David Lipton of Fairfield, Connecticut was listed as Summit Inc.'s sole officer and director. Summit Inc.'s stated corporate purpose was "management services." **Exhibit A**, Summit Inc.'s filings with LARA.

16. After reviewing the complaints, the corporate filings of Summit Inc., and the website for Summit Medical Centers, in February 2014 the Attorney General requested information from Summit Inc. related to its corporate form and business activities. **Exhibit B**, February 6, 2014 Letter. Summit Inc., through counsel, responded and explained that Summit Inc. provided "management and administrative services" to Summit P.C., a professional corporation owned by Alex Pickens, Jr., MD. **Exhibit C**, February 24, 2015 Response Letter with agreements and Summit P.C. Bylaws. The response also explained that Summit P.C. employed the physicians who provided medical services at the clinic and that Pickens both provided medical services and served as the clinic's medical director. The response included various supporting documentation, including the articles of incorporation for Summit P.C., the Management and Administrative Services Agreement ("Agreement") between Summit Inc. and Summit P.C., and the professional service agreements of those doctors employed by Summit P.C. The Agreement was entered into on January 1, 2012 and remains valid through January 1, 2017.

17. Because the documentation showed that medical services were being provided through a professional corporation owned by a licensed physician in compliance with Michigan law, the Attorney General closed the complaint. To clarify against future confusion, the Attorney General asked Summit Inc. to modify

its website to clarify its relationship with Summit P.C.. Summit Inc. agreed and updated its website to state:

All medical services are provided by the highly respected doctors and caring professional staff of Summit of Detroit, P.C. Summit Women's Center of Detroit, Inc., an experienced medical management company, provides administrative services at the clinic and can assist patients with payment options. [**Exhibit D**, screen shot from www.summitcenters.com/detroit-abortion-clinic, last visited April 7, 2016.]

As of the date of this Complaint's filing, Summit Inc.'s website still includes the above language.

Second Complaints

18. In June 2015, about a year after the Attorney General closed the first complaints, a new complaint was submitted to the Attorney General. This complaint alleged that Summit P.C.'s ownership had changed and that it was no longer owned by a licensed physician; hence Summit P.C. was providing medical services in violation of Michigan's laws for professional corporations.

19. A second complaint with similar allegations against Summit P.C. was submitted to the Attorney General in December 2015.

20. The Attorney General's review of Summit P.C.'s corporate filings with LARA has confirmed the complaints. **Exhibit E**, Summit P.C.'s corporate filings with LARA. From its incorporation in 2011 through its annual report of 2014, Summit P.C.'s sole officer and director was Alex Pickens, Jr., MD, a licensed physician; but on May 11, 2015, Defendant David Lipton filed the 2015 annual

report with LARA certifying that he was Summit P.C.’s president, secretary, treasurer, director, and sole shareholder. *Id.* The form Summit P.C. filed with LARA states: “The corporation certifies that each shareholder is a licensed person in 1 or more of the professional services provided by the professional corporation and the corporation meets the other requirements of chapter 2A. The names and addresses of all shareholders are: David Lipton, 61 Unquowa Road, Fairfield CT 06824.” *Id.*

21. A search of LARA’s licensing records confirms that David Lipton of Fairfield, Connecticut is not a licensed physician in Michigan. **Exhibit F**, Results from LARA Verify a License or Registration.

22. Additionally, the complaint alleged that Alex Pickens, Jr., MD had filed for bankruptcy. A review of Pickens’s bankruptcy petition—signed under penalty of perjury on November 29, 2013—shows that Pickens failed to list Summit P.C. as an asset or entity in which Pickens holds an asset. The petition required Pickens to disclose “all businesses in which [he] was an officer, director, partner, or managing executive . . . within **six years**” of commencing the bankruptcy. **Exhibit G**, Bankruptcy Petition, pages 28 and 31 of 39. Pickens disclosed three businesses: one professional corporation, one business corporation, and one nonprofit corporation. But he did not list Summit P.C. Only one month before this certification to the bankruptcy court, in October 2013, Pickens signed four certificates of assumed name filed with LARA on behalf of Summit P.C. **Exhibit E**. Pickens’s failure to disclose his ownership of Summit P.C. to the bankruptcy court,

and the subsequent filing of ownership by David Lipton, suggests that Alex Pickens, Jr., MD may never have been the true owner of Summit P.C. and that Summit P.C. was organized through fraud and repeatedly and willfully exceeded its authority.

COUNT I

QUO WARRANTO – DISSOLUTION OF SUMMIT OF DETROIT, P.C. AND OTHER RELIEF

23. Plaintiff incorporates by reference the preceding paragraphs.

24. A corporation providing services in a “learned profession” must incorporate as a professional corporation. MCL 450.1281(1). A corporation that is incorporated to provide a “professional service” not in a learned profession *may* incorporate as a professional corporation, but is not required to do so. *Id.*

25. The practice of medicine is one of the traditional “learned professions,” and medical services may not be offered and/or provided to the public by a person or entity organized as a domestic profit corporation or limited liability company. OAG, 1979-1980, No. 5676, p 700 (April 8, 1980); OAG, 1989-1990, No. 6592, p 166 (July 10, 1989).

26. “Professional service” is defined as “a type of personal service to the public that requires that the provider obtain a license or other legal authorization as a condition precedent to providing that service.” MCL 450.1282(b).

27. When forming a professional corporation, MCL 450.1283 requires the following:

(1) Except as provided in this section, 1 or more licensed persons may form a professional corporation under this chapter.

(2) Each shareholder of a professional corporation must be a licensed person in 1 or more of the professional services provided by the professional corporation.

(3) Except as provided in this section or otherwise prohibited, the articles of incorporation of a professional corporation shall state that the professional corporation is formed to provide 1 or more professional services and shall state the specific professional service or services the professional corporation is formed to provide.

(4) The name of a professional corporation shall contain the words “professional corporation” or the abbreviation “P.C.” with or without periods or other punctuation.

28. “A professional corporation shall not provide professional services in this state except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to provide the professional services in this state.”
MCL 450.1285(1).

29. A professional corporation is not permitted to “engage in any business other than providing the professional service . . . for which it was specifically incorporated.” MCL 450.1287(1).

30. Once a professional corporation is formed, shares of that professional corporation “shall not be sold or transferred except to a person who is eligible to be a shareholder of the professional corporation.” MCL 450.1288(2).

31. MCL 450.1286 specifically authorizes the Attorney General to dissolve a professional corporation whose officer or shareholder is legally disqualified from providing professional services:

If an officer, shareholder, agent, or employee of a professional corporation becomes legally disqualified to provide the professional services provided by the corporation, or accepts employment that under existing law restricts or limits his or her authority to continue providing those professional services, he or she shall sever within a reasonable period all employment with and financial interests in the professional corporation. ***A professional corporation's failure to require compliance with this section is grounds for the forfeiture of its articles of incorporation and its dissolution.*** If a professional corporation's failure to comply with this section is brought to the attention of the administrator, he or she shall notify the attorney general of the failure and ***the attorney general may take appropriate action to dissolve the professional corporation.*** [MCL 450.1286 (Emphasis added).]

32. On May 4, 2011, Summit P.C. filed its Articles of Incorporation to be a domestic professional corporation under the Business Corporations Act. Summit P.C.'s Articles of Incorporation state that the corporation was being formed for the "sole and specific purpose" to engage in the "[p]ractice of medicine." **Exhibit E**, Summit P.C. Articles of Incorporation. Alex Pickens, Jr., MD, signed the Articles of Incorporation as the sole incorporator.

33. According to Summit P.C.'s 2012, 2013, and 2014 Annual Reports filed with LARA, the corporate purpose remained the "practice of medicine." The 2012, 2013, and 2014 Annual Reports also show that Alex Pickens, Jr., MD was the president, secretary, treasurer, director, and sole shareholder of Summit P.C. **Exhibit E.**

34. However, Summit P.C.'s 2015 Annual Report shows that Summit P.C.'s corporate purpose had changed and that Alex Pickens, Jr. MD was no longer an officer, director, or owner of Summit P.C. **Exhibit H**. Instead, Summit P.C.'s purpose had changed to "management company" and David Lipton was listed as the president, secretary, treasurer, director, and sole shareholder. *Id.*

35. MCL 600.4501 commands the Attorney General to bring an action for quo warranto where, as here, the facts clearly indicate that the action is warranted.

36. Quo warranto is warranted since Summit P.C. "is in violation of a provision of the act or acts creating, offering, or renewing the corporation" and "has violated the provision of a law under which the corporation forfeits its charter by misuse." MCR 3.306(B)(1)(d) and (e).

37. According to its articles of incorporation, Summit P.C.'s corporate purpose is the "practice of medicine," which is an appropriate purpose for a professional corporation. Yet Summit P.C.'s 2015 annual report filed with LARA now states that Summit P.C.'s purpose is "management company." **Exhibit H**. Such an activity is not a "professional service" under MCL 450.1282(b) and is not a legal activity for a professional corporation. MCL 450.1287(1) states: "A professional corporation shall not engage in any business other than providing the professional service or services for which it was specifically incorporated."

38. Additionally, Defendant David Lipton, who is listed on Summit P.C.'s 2015 annual report as its sole officer, director, and shareholder, is not a "licensed person" under the law. Therefore, Defendant Lipton's role as sole shareholder of

Summit P.C. violates MCL 450.1283(2). Likewise, the transfer of ownership from Alex Pickens, Jr., MD to Defendant Lipton violates MCL 450.1288(2).

39. Dissolution under quo warranto is warranted here because Summit P.C.'s continued operation as a professional corporation violates Michigan's laws for professional corporations. MCL 600.4521 states:

If a corporation has, by any misuser, nonuser, or surrender, forfeited its corporate rights, privileges and franchises, the judgment in an action for quo warranto shall oust and exclude such corporation from such corporate rights, privileges and franchises, *and may dissolve the corporation*. In addition to such judgment or in lieu thereof (except in case of such surrender), *the court may impose a fine not exceeding \$10,000.00 upon the corporation*. The fine will not prevent further prosecution for any continuance or repetition of the conduct complained of. (Emphasis added.)

A fine is also warranted. Not only is Summit P.C. continually violating Michigan's laws of professional corporations, it is also doing so despite the Attorney General's recent investigation of Summit P.C. and Summit Inc. regarding this very issue. That investigation found no apparent wrongdoing by those entities, yet not a year after resolving that complaint, Summit P.C. and Defendant Lipton ignored Michigan's laws for professional corporations by altering Summit P.C.'s corporate purpose to a management company and transferring ownership to Defendant Lipton, who is not a licensed physician. Moreover, by Summit P.C.'s 2015 Annual Report with LARA, Defendant Lipton falsely certified that he was licensed to perform medical services. **Exhibit H.**

40. In addition to the remedy of dissolution under quo warranto, Section 286 of the Business Corporation Act's chapter on professional corporations also specifies that the appropriate remedy is dissolution. The failure of a professional

corporation to ensure that its shareholders are legally qualified to provided professional services “is grounds for the forfeiture of its articles of incorporation and its dissolution,” which may be brought by the Attorney General. MCL 450.1286.

41. Injunctive relief, including a preliminary injunction, restraining Summit P.C. from operating is also an appropriate remedy:

- (1) Upon complaint being filed by the attorney general, the circuit court may enjoin any corporation from assuming or exercising any franchise, liberty, or privilege or transacting any business not authorized by the corporation's charter. The court may in the same manner restrain any individuals from exercising any corporate rights, privileges, or franchises which have not been granted to them by the laws of this state.
- (2) The court may issue the injunction before the answer, upon satisfactory proof that the defendants have usurped, exercised or claimed any franchise, privilege, liberty, or corporate right not granted to them; and after the answer the injunction may be continued until final judgment is had. [MCL 600.3601.]

42. The Attorney General’s motion for a preliminary injunction will be filed concurrently with the filing of this Complaint.

COUNT II

DISSOLUTION OF SUMMIT P.C. BY ATTORNEY GENERAL
UNDER MCL 450.1821

43. Plaintiff incorporates by reference the preceding paragraphs.

44. Section 821 of the Business Corporations Act authorizes the Attorney

General to dissolve a corporation for any of the following acts:

- (a) Procured its organization through fraud.
- (b) Repeatedly and willfully exceeded the authority conferred upon it by law.
- (c) Repeatedly and willfully conducted its business in an unlawful manner. [MCL 450.1821]

45. Alex Pickens, Jr., MD incorporated Summit P.C. in May 2011 and was listed as Summit P.C.'s sole officer, director, and shareholder in its annual reports with LARA through 2014.

46. On October 2, 2013, Pickens signed four certificates of assumed names for Summit P.C. that were filed with LARA in November 2013. **Exhibit E.**

47. Yet on November 29, 2013, Pickens's bankruptcy petition—signed by Pickens under penalty of perjury—failed to list Summit P.C. as an asset of Pickens's. **Exhibit G.** This omission, combined with the terms of the Management Agreement and other agreements—which are favorable to Summit Inc.—and the 2015 Summit P.C. corporate filing confirming Defendant Lipton as the sole stakeholder of Summit P.C., suggests that Alex Pickens, Jr., MD was never the owner of Summit P.C. and indicates that Summit P.C. may have procured its organization through fraud and may have repeatedly and willfully exceeded its authority. Discovery of these facts is necessary.

COUNT III

QUO WARRANTO – INJUNCTIVE RELIEF AGAINST SUMMIT INC. AND DEFENDANTS LIPTON AND BURRELL

48. MCL 600.3601 empowers this Court to “enjoin any corporation from assuming or exercising any franchise, liberty, or privilege or transacting any business not authorized by the corporation’s charter.” The court may similarly enjoin “any individuals from exercising any corporate rights, privileges, or franchises which have not been granted to them by the laws of this state.”

49. Summit Inc. is a foreign corporation that has been operating in Michigan since 2007 with a certificate authority to engage in “management services.” Summit Inc.’s Management Agreement with Summit P.C. details these management services.

50. As alleged above, Summit P.C. is operating in violation of its articles of incorporation and the relevant chapter of the Business Corporations Act governing professional corporations. Summit P.C.’s “Bylaws, Rules and Regulations of the Professional Staff” explains that Summit P.C.’s Allied Health Professionals, which include nurse anesthetists, nurse practitioners, physician assistants, and other health professionals are subject to the supervision of a licensed physician. **Exhibit C**, Paragraph 5.2.

51. Because Summit P.C. lacks a shareholder who is a licensed medical professional, Summit P.C. may not lawfully provide any medical services, nor may it supervise any employees who may be performing these services. It follows that Summit Inc. may not operate as a management company for a corporation that may

not legally operate in Michigan. Thus, this court should enjoin Summit Inc. and Defendants Lipton and Burrell to ensure that neither it nor its employees or agents are performing services for Summit P.C. and to ensure that Summit Inc. is not performing any medical services. Additionally, a fine is warranted under MCL 600.4521.

PRAYER FOR RELIEF

Plaintiff Bill Schuette, Attorney General of the State of Michigan, prays that this Court enter judgment in his favor and order relief as follows:

1. Ordering Defendants to show cause why a preliminary injunction should not issue (scheduling the show cause hearing within 14 days), and following the show cause hearing:
 - a. preliminarily enjoining and restraining Defendants David Lipton, Anise Burrell, and Summit P.C. and its employees and agents from offering or providing medical services, practicing medicine, or contracting to have medical services performed for Summit P.C.
 - b. preliminarily enjoining and restraining Defendant Summit Inc. and its employees and agents from providing medical services, professional services, or other services for Summit P.C.
 - c. preliminarily enjoining Defendants David Lipton and Anise Burrell from incorporating, organizing, or doing business in the State of Michigan as an owner, officer, or employee of any other corporation or entity for the purpose of offering or providing medical services to the

public, practicing medicine, or contracting to have medical services performed for such corporation or entity, unless and until they obtain the requisite licenses and otherwise complies with Michigan law. [MCL 600.3601]

2. Permanently enjoining Defendants Summit P.C. and Summit Inc. and their employees and agents from offering or providing medical services to the public, practicing medicine, or contracting to have medical services performed for such corporations. MCL 600.3601.

3. Permanently enjoining Defendants David Lipton and Anise Burrell from incorporating, organizing, or doing business in the State of Michigan as an owner, officer, or employee of any other corporation or entity for the purpose of offering medical services to the public, practicing medicine, or contracting to have medical services performed for such corporation or company, unless and until they obtain the requisite licenses and otherwise comply with Michigan law. MCL 600.3601.

4. Dissolving Defendant Summit P.C. and ousting and excluding such corporation from such corporate rights, privileges and franchises. MCL 600.4521 and MCL 450.1286.

5. Fine Defendants Summit P.C. and Summit Inc. up to \$10,000 each for misuse of their corporate rights, privileges, and franchises. MCL 600.4521.

6. Order such other relief as is just and required by the circumstances.

I declare that the statements above
are true to the best of my information,
knowledge, and belief:

Mark A. Gabrielse (P75163)
Assistant Attorney General

Subscribed and sworn to before me
this 7th day of April 2016.

Linda S. Miers
Notary Public, Jackson County, MI
(Acting in Ingham County)
My Commission Expires: 12/28/16

Respectfully submitted,

Bill Schuette

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Dated: April 7, 2016