

# Order

Michigan Supreme Court  
Lansing, Michigan

November 7, 2012

Robert P. Young, Jr.,  
Chief Justice

144721

Michael F. Cavanagh  
Marilyn Kelly  
Stephen J. Markman  
Diane M. Hathaway  
Mary Beth Kelly  
Brian K. Zahra,  
Justices

SCOTT and JEANNE WOODBURY,  
Plaintiffs,  
and

CENTER WOODS, INC.,  
Plaintiff-Appellant,

v

SC: 144721  
COA: 297819  
Saginaw CC: 09-006758-CH

RES-CARE PREMIER, INC.,  
Defendant-Appellee,  
and

RUTH AVERILL,  
Defendant.

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On order of the Court, the application for leave to appeal the January 19, 2012 judgment of the Court of Appeals is considered, and it is GRANTED. The parties shall include among the issues to be briefed: (1) whether the common law doctrines of de facto corporation, see, e.g., *Bergy Bros, Inc v Zeeland Feeder Pig, Inc*, 415 Mich 286 (1982), and corporation by estoppel, see, e.g., *Stott v Stott Realty Co*, 288 Mich 35, 48 (1939), survived enactment of the Nonprofit Corporation Act, MCL 450.2101 *et seq.*; (2) if so, whether plaintiff corporation, Center Woods, Inc., which was administratively dissolved in 1993 under § 922 of the Nonprofit Corporation Act, but reinstated in 2009 under § 925, continued to exist as a de facto corporation during the period of dissolution such that defendant Ruth Averill, a member and shareholder of the corporation, was required to provide notice to the corporation pursuant to its Articles of Agreement of the pending sale of her property; and (3) whether defendant Averill is estopped to deny the existence of the corporation, see *Estey Mfg Co v Runnels*, 55 Mich 130 (1884); *Flueling v Goeringer*, 240 Mich 372 (1927).



s1031

I, Corbin R. Davis, Clerk of the Michigan Supreme Court, certify that the foregoing is a true and complete copy of the order entered at the direction of the Court.

November 7, 2012

*Corbin R. Davis*

Clerk