

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
FORT MYERS DIVISION

CAREERSTAFF UNLIMITED,
LLC,

Plaintiff,

v.

Case No.: 2:23-cv-109-SPC-KCD

PORT CHARLOTTE OPCO, LLC,

Defendant.

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ORDER¹

This is a contract dispute. Before the Court is CareerStaff Unlimited, LLC's (CareerStaff) amended complaint. ([Doc. 7](#)). The Court dismissed CareerStaff's initial complaint for failure to properly allege subject-matter jurisdiction. ([Doc. 6](#)).

As the Court previously advised CareerStaff, federal courts have original jurisdiction over cases with complete diversity and an amount in controversy over \$75,000, exclusive of interest and costs. [28 U.S.C. § 1332\(a\)](#). CareerStaff and Defendant Port Charlotte OPCO, LLC (OPCO) are identified as limited liability companies. ([Doc. 7 at 1-2](#)). A limited liability company is a citizen of

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every state in which one of its members is domiciled. *Rolling Greens MHP, L.P. v. Comcast SCH Holdings L.L.C.*, 374 F.3d 1020 (11th Cir. 2004); *McCormick v. Aderholt*, 293 F.3d 1254, 1257-58 (11th Cir. 2002) (citizenship is determined by “domicile,” or “the place of his true, fixed, and permanent home and principal establishment . . . to which he has the intention of returning whenever he is absent therefrom”). Each member of the LLC must be diverse from the opposing party for federal diversity jurisdiction to exist. *Flintlock Constr. Servs., LLC v. Well-Come Holdings, LLC*, 710 F.3d 1221, 1224-25 (11th Cir. 2013).

In CareerStaff’s amended complaint, it alleges that its sole member is another LLC—Genesis Holdings, LLC (Genesis). ([Doc. 7 at 1](#)). It states that Genesis is domiciled in Pennsylvania. ([Doc. 7 at 1](#)). CareerStaff also alleges that Defendant OPCO’s sole member is Port Charlotte Member, LLC (Member). ([Doc. 7 at 2](#)). It states that Member is domiciled in Florida. ([Doc. 7 at 2](#)). CareerStaff attaches organizational documents as exhibits. ([Doc. 7-1, 7-2](#)).

CareerStaff has still not adequately pled diversity of citizenship. First, the domicile of an LLC is not determined by its state of organization, but by the domicile of its individual members. See *Riley v. Merrill Lynch, Pierce, Fenner & Smith*, 292 F.3d 1334, 1337 (11th Cir. 2002); *Rolling Greens MHP, L.P. v. Comcast SCH Holdings L.L.C.*, 374 F.3d 1020 (11th Cir. 2004). Second,

when a member of an LLC is another LLC, it is insufficient to simply allege that and move on. When dealing with unincorporated business entities, it is necessary to “drill down into the ‘ownership flow chart.’” *CityPlace Retail, LLC v. Wells Fargo Bank, N.A.*, No. 20-11748, 2021 WL 3486168, at *3 (11th Cir. July 15, 2021). This is the case no matter how many layers are involved. *Purchasing Power, LLC v. Bluestem Brands, LLC*, 851 F.3d 1218, 1220 (11th Cir. 2017) (“[I]t is common for an LLC to be a member of another LLC. Consequently, citizenship of LLCs often ends up looking like a factor tree that exponentially expands every time a member turns out to be another LLC, thereby restarting the process of identifying the members of that LLC”).

Accordingly, it is now

ORDERED:

1. The amended complaint ([Doc. 7](#)) is **DISMISSED without prejudice** for lack of subject matter jurisdiction.
2. Plaintiff may file an amended complaint by March 18, 2023. Failure to do so will cause the Court to close this case without further notice.

DONE and ORDERED in Fort Myers, Florida this March 10, 2023.


SHERI POLSTER CHAPPELL
UNITED STATES DISTRICT JUDGE

Copies: All Parties of Record