

FILED

IN THE CHANCERY COURT, STATE OF WYOMING

2025 WYCH 11

BREAKTHROUGH VENTURES, LLC,
A Wyoming limited liability company,

MOHAMED AMER,
Individually and as a Member and Chief
Operating Officer,

HELAINÉ MELLO,
Individually and as a Member and Chief
Marketing Officer,

Plaintiffs,

v.

MICKAEL KAREL HERBAS,
Individually and as a Member, Manager,
and Chief Executive Officer,

Defendant.

Case No. CH-2025-0000023

Notice of Rule Violation

[¶1] This matter is before the court on its own motion.

[¶2] Proceedings before this court are governed by the Wyoming Rules of Civil Procedure for the Chancery Court and the Uniform Rules for the Chancery Court. Wyo. Stat. § 5-13-104. W.R.C.P.Ch.C. 1, 83.

[¶3] Uniform Rule 101(b) provides that unincorporated associations “may appear only through an attorney licensed to practice in Wyoming.” This principle has been applied to limited liability companies in Wyoming. *See Nw. Bldg. Co., LLC v. Nw. Distrib. Co.*, 2012 WY 113, 285 P.3d 239, 242 n.1 (Wyo. 2012). Reading Uniform Rule 101(b) with procedural Rule 11, every pleading filed in Chancery Court on behalf of an LLC must be signed by an attorney and must include the attorney’s number. W.R.C.P.Ch.C. 11(a).

[¶4] The VERIFIED COMPLAINT FOR BREACH OF FIDUCIARY DUTY, BREACH OF OPERATING AGREEMENT, REQUEST FOR INVOLUNTARY WITHDRAWAL OF MEMBER, AND APPLICATION FOR TEMPORARY RESTRAINING ORDER filed September 16, 2025 (FSX No. 77044193) states that Breakthrough Ventures, LLC appears pro se. That status violates Uniform Rule 101(b).

[¶5] In accordance with W.R.C.P.Ch.C. 83(b), the court provides this notice of rule violation and grants Breakthrough Ventures, LLC 14 days to obtain counsel. If no attorney has entered an appearance on Breakthrough Ventures, LLC's behalf on or before **October 10, 2025**, that entity will be dismissed from the case under U.R.Ch.C. 901(5).

[¶6] At that point, dismissal of some of plaintiff's claims may also be appropriate under W.R.C.P.Ch.C. 12(b)(7). *See Jenkins v. Miller*, 2008 WY 45, ¶ 21, 180 P.3d 925, 932 (Wyo. 2008) (providing procedure for *sua sponte* dismissals under Rule 12(b)). Plaintiffs' complaint raises "direct and derivative" causes of action for: (1) breach of fiduciary duty, (2) breach of operating agreement "directly harming operations and finances" and (3) involuntary withdrawal and judicial expulsion, which has "materially adversely affected" Breakthrough Ventures. The alleged harm runs to the company in each case,¹ making Breakthrough Ventures a necessary party to each claim raised. *See* 13 Fletcher Cyc. Corp. § 5997 ("The corporation is a necessary and indispensable party in a derivative proceeding, since any right of recovery belongs to it. This rule has also been applied to a derivative proceeding brought by a member of a limited liability company (LLC), thus requiring the LLC to be joined as a necessary party to the action."). *See also Mantle v. N. Star Energy & Constr. LLC*, 2019 WY 29, 437 P.3d 758, 807 (Wyo. 2019) ("Courts can apply corporate precedent to derivative suits on behalf of" LLCs).

[¶7] For that same reason, the court will not rule on PLAINTIFFS' EMERGENCY MOTION FOR TEMPORARY RESTRAINING ORDER AND PRELIMINARY INJUNCTION (FSX No. 77124744) until Breakthrough Ventures, LLC is represented by counsel.

Dated: 9/26/2025

/s/ Benjamin M. Burningham
CHANCERY COURT JUDGE

¹ A duty of loyalty is owed to the company and its breach is remedied through a derivative action. *See Aishangyou Ltd. v. Wettrade Grp., Inc.*, 2023 WYCH 7, ¶ 19 (Wyo. Ch. C. 2023); Wyo. Stat. § 17-29-409.