

STATE OF MICHIGAN
DEPARTMENT OF ATTORNEY GENERAL



P.O. Box 30755
LANSING, MICHIGAN 48909

BILL SCHUETTE
ATTORNEY GENERAL

May 11, 2018

Franklyn Seabrooks
Scotsdale Women's Center, P.C.
19305 W. 7 Mile Rd.
Detroit, MI 48219

Re: Shareholders of Scotsdale Women's Center, P.C.

Dear Mr. Seabrooks:

The Department of Attorney General received the enclosed complaint alleging that Scotsdale Women's Center, P.C. is violating Michigan's professional corporations law by including Shelly A. Miller, who is allegedly not a licensed physician, as a shareholder of the corporation. My review of the Department of Licensing and Regulatory Affairs' (LARA) website confirms that Ms. Miller is listed as a shareholder in Scotsdale Women's Center's 2018 annual report, and that Scotsdale Women's Center certifies that Ms. Miller is licensed to provide the professional services performed by Scotsdale Women's Center. However, using LARA's searchable "Verify a License" database, I was unable to find Ms. Miller as a licensed physician.

Please respond to the allegations. If Ms. Miller is a licensed physician, please provide appropriate documentation. If Ms. Miller is not a licensed physician, please explain and bring Scotsdale Women's Center, P.C. into compliance with Michigan law.

Please respond by June 1, 2018.

Sincerely,

A handwritten signature in black ink, appearing to read "William R. Bloomfield".

William R. Bloomfield
Assistant Attorney General
Corporate Oversight Division
(517) 373-1160

WRB
Enclosure

Michigan Office Of Attorney General Consumer Complaint Form

Web Complaint Number: 2018-cp04300851381-A

Submitted: 4/30/2018 8:51:42 AM

Consumer Information

Your Last Name: [REDACTED] First Name: [REDACTED] M.I.:
Your Street Address: [REDACTED] City: [REDACTED]
Your State: [REDACTED] Zip Code: [REDACTED]
Your County:
Your Home Phone: Your Work Phone: Ext.:
Fax Number: E-mail Address: [REDACTED]
Are you a veteran or active-duty service member?

Primary Company Or Person Your Complaint Is About

Company or Person? Company
Complainees Last Name: Complainees First Name:
Company Name: Scotsdale Women's Center, P.C. City: Detroit
Street Address: 19305 W 7 Mile Road Zip Code: 48219
State: MI Phone:
County: E-mail Address:
Fax Number: Product Offered:
Web Site Address:
Primary Jurisdiction: Licensed Business/Person

Secondary Company Or Person Your Complaint Is About

Company or Person? Company
Complainees Last Name: Complainees First Name:
Company Name: City:
Street Address: Zip Code:
State: MI Phone:
County: E-mail Address:
Fax Number:
Web Site Address:

Motor Vehicle Warranty Complaint Information

Vehicle Make, Model, and Year:
Vehicle VIN No.:

Complaint Information

Incident Date\Time: 4/26/2018 1:00:00 AM
Incident Location: online filing
Approximate Monetary Value: 0
Did you sign a contract? False
Where did you sign this contract?
Is a court action pending? False
Do you have an attorney representing you on this matter? False
Are you willing to testify in court regarding this complaint? True
Did you complain directly to the business? False
What was the response from the business?

If no complaint was given to the business directly, why? they are shady

Was this complaint filed with any other agencies? False

Do you think were targeted for unfair treatment due to your status as a veteran or active-duty service member?

Complaint Detail/Inquiry Information

Dear Consumer Protection Division, Scotsdale Women's Center, P.C. is a corporation owned by Franklyn Seabrooks, M.D. He is in all the Officers positions also. Shelly Miller lacks a professional license. Miller is a shareholder but the law states that only a professionally licensed person can be a shareholder. Is she impersonating a physician?

<https://cofs.lara.state.mi.us/CorpWeb/CorpSearch/CorpSearchViewPDF.aspx> In the past your office has sued over the same pertaining to their rival: https://www.michigan.gov/documents/ag/Summit_of_Det_Complaint_521087_7.pdf Section 286 of the Business Corporation Act specifically authorizes the A.G.'s office to dissolve a P.C. whose officer or shareholder is legally disqualified from providing professional services. On Scotsdale's 2018 corporation annual filing it states: #6 It says: "The corporation certifies that EACH SHAREHOLDER IS A LICENSED PERSON in 1 or more professional services provided by the professional corporation ..." 6. The name (s) and address(es) of all shareholders: SHELLY A MILLER 19305 W 7 MILE RD DETROIT, MI 48219 USA Section 286 of the Business Corporation Act specifically authorizes the A.G.'s office to dissolve a P.C. whose officer or shareholder is legally disqualified from providing professional services. A professional corporation's failure to require compliance with this section is grounds for the forfeiture of its articles of incorporation and its dissolution. (MCL 450.1286) 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. 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).] Please shut this corporation down as it is deceptive and fraudulent with an unlicensed person as a shareholder. The public deserves to know that a corporation is run properly and is not an unethical business. Thank you very much.

[True] Check if you want to send documentation. After you submit this form you will be provided with a postal mail address, and facsimile number, to which you may send documents.

[False] Check if this referral is just to give us information and you do not need us to respond to you directly.

[False] Check if you want to sign up for the Consumer Protection Listserv.

[False] Check if you want to sign up for the AG Press Release Listserv.

[False] Check if you want to sign up for the Attorney General Opinions Listserv.

(*) I certify that the information on this form is true and accurate to the best of my knowledge.

(*) I consent to releasing to the Michigan Attorney General any information or document relative to the investigation of this complaint. By checking this box, I also certify that I have had the opportunity to review the Michigan Attorney General Privacy Policy before submitting this complaint.

LARA Corporations
Online Filing System
Department of Licensing and Regulatory Affairs

Form Revision Date 07/2016

MI P.C. ANNUAL REPORT (YEARS: 1997-PRESENT)

(Required by Section 911, Act 284, Public Act of 1972)

The identification number assigned by the Bureau is: 800985640

Annual Report Filing Year: 2018

1. The name of the corporation:

SCOTSDALE WOMEN'S CENTER, P.C.

2. The street address of the corporation's registered office and the name of the resident agent at that office:

1. Resident Agent Name: FRANKLYN SEABROOKS

2. Street Address: 19305 W SEVEN MILE RD

Apt/Suite/Other:

City: DETROIT

State: MI

Zip Code: 48219

3. Mailing address of the corporation's registered office:

P.O. Box or Street Address: 19305 W 7 MILE RD

Apt/Suite/Other:

City: DETROIT

State: MI

Zip Code: 48219

4. Provide the name(s) and address(es) of the corporations board of directors and its president, treasurer, and secretary:

Title	Name	Residence or Business Address
PRESIDENT	FRANKLYN SEABROOKS	19305 W 7 MILE ROAD DETROIT, MI 48219 USA
TREASURER	FRANKLYN SEABROOKS	19305 W 7 MILE ROAD DETROIT, MI 48219 USA
SECRETARY	FRANKLYN SEABROOKS	19305 W 7 MILE ROAD DETROIT, MI 48219 USA
DIRECTOR	FRANKLYN SEABROOKS	19305 W 7 MILE ROAD DETROIT, MI 48219 USA

5. Describe the general nature and kind of business in which the corporation is engaged in during the year covered by this report:

PROFESSIONAL CORPORATION - MEDICAL

Section 911(1)(f), Act 284, P.A. of 1972, as amended, requires that the annual report shall list the names and addresses of all shareholders.

The corporation certifies that each shareholder is a licensed person in one or more of the professional services provided by the professional corporation and that the corporation meets the other requirements of chapter 2A.

6. The name(s) and address(es) of all shareholders:

Name	Residence or Business Address
SHELLY A MILLER	19305 W 7 MILE RD DETROIT, MI 48219 USA

This document must be signed by an authorized officer or agent:

Signed this 10th Day of March, 2018 by:

Signature	Title	Title if "Other" was selected
SHELLY MILLER	Secretary	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline Accept

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
FILING ENDORSEMENT

This is to Certify that the 2018 ANNUAL REPORT

for

SCOTSDALE WOMEN'S CENTER, P.C.

ID Number: 800985640

received by electronic transmission on March 10, 2018, is hereby endorsed.

Filed on April 17, 2018, by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 17th day of April, 2018.

A handwritten signature in cursive script, appearing to read "Julia Dale".

Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau

DEPT. OF
ATTORNEY GENERAL

MAY 29 2018

CORPORATE OVERSIGHT
RECEIVED

LAW OFFICES
COUZENS, LANSKY, FEALK, ELLIS,
ROEDER & LAZAR, P.C.

SHELDON A. FEALK
JACK S. COUZENS, II
JERRY M. ELLIS
DONALD M. LANSKY
BRUCE J. LAZAR
ALAN C. ROEDER
RENARD J. KOLASA
KATHRYN GILSON SUSSMAN
JEFFREY A. LEVINE
PHILLIP C. STERNBERG
LISA J. WALTERS
DONALD A. WAGNER
GREGG A. NATHANSON
MARK B. FRANKEL
DAVID A. LAWRENCE
MARK G. LANDAU
RONN S. NADIS
PHILLIP J. NEUMAN
MONICA D. MOONS

GARY SCHWARCZ
JOSEPH H. WENER
CHRISTOPHER M. WILLIAMS
STACEY L. DIDOMENICO
MICHAEL K. DOROCAK
SARAH HEISLER GIDLEY
JENNIFER K. JOHNSON
DAWN T. YEATON
REBECCA K. WROCK

OF COUNSEL

STEPHEN L. GUTMAN
MICHAEL J. MEHR
EUGENE W. PYATENKO
LAWRENCE F. SCHILLER
KENNETH F. POSNER

COUNTRY CLUB OFFICE CENTRE
39395 WEST TWELVE MILE ROAD, SUITE 200
FARMINGTON HILLS, MICHIGAN 48331

TELEPHONE (248) 489-8600
TELECOPIER (248) 489-4156



WWW.COUZENS.COM

May 24, 2018

State of Michigan
Department of Attorney General
P.O. Box 30755
Lansing, MI 48909

Attn: William R. Bloomfield, Esq.

Re: Shareholders of Scotsdale Women's Center, P.C.

Dear Mr. Bloomfield:

I am writing to you in response to your letter to Franklyn Seabrooks dated May 11, 2018 (copy enclosed for your convenience). The 2018 Annual Report was filed by Shelly A. Miller and due to her confusion when filing the report online, she inadvertently listed herself as a shareholder of the corporation. She is not a shareholder. Franklyn Seabrooks is the only shareholder of Scotsdale Women's Center, P.C. I am including an Amended 2018 Michigan Annual Report which is being filed to correct that error.

I trust this will resolve the matter.

Cordially,

COUZENS, LANSKY, FEALK, ELLIS,
ROEDER & LAZAR, P.C.

A handwritten signature in black ink that reads "Denise Whitehead".

Denise Whitehead
Paralegal

/dw
enc.

RECEIVED

MAY 28 2018

Dept. of Attorney General
Estates Section

STATE OF MICHIGAN
DEPARTMENT OF ATTORNEY GENERAL



BILL SCHUETTE
ATTORNEY GENERAL

May 11, 2018

P.O. Box 30755
LANSING, MICHIGAN 48909

RECEIVED

MAY 28 2018

Dept. of Attorney General
Estates Section

Franklyn Seabrooks
Scotsdale Women's Center, P.C.
19305 W. 7 Mile Rd.
Detroit, MI 48219

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Please respond to the allegations. If Ms. Miller is a licensed physician, please provide appropriate documentation. If Ms. Miller is not a licensed physician, please explain and bring Scotsdale Women's Center, P.C. into compliance with Michigan law.

Please respond by June 1, 2018.

Sincerely,

A handwritten signature in black ink, appearing to read "William R. Bloomfield".

William R. Bloomfield
Assistant Attorney General
Corporate Oversight Division
(517) 373-1160

WRB
Enclosure

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
 PROFIT CORPORATION ANNUAL REPORT

AMENDED **2018**



Due May 15, 2018

File Online at www.michigan.gov/corpfileonline

Identification Number 800985640	Corporation name SCOTSDALE WOMEN'S CENTER, P.C.
Resident agent name and mailing address of the registered office FRANKLYN SEABROOKS 19305 W 7 MILE RD DETROIT, MI 48219	
The address of the registered office 19305 W SEVEN MILE RD DETROIT, MI 48219	RECEIVED MAY 28 2018 Dept. of Attorney General Estates Section

If no change in the address of the registered office and/or resident agent proceed to Item 4.

1. Mailing address of registered office in Michigan if changed (may be a P.O. Box)	2. Resident Agent if changed		
3. The address of the registered office in Michigan if changed (a P.O. Box may not be designated as the address of the registered office)			
4. Describe the general nature and kind of business in which the corporation engaged in during the year covered by this report: Professional corporation - medical			
5.	NAME BUSINESS OR RESIDENCE ADDRESS		
	President (Required) Franklyn Seabrooks 19305 W. 7 Mile Road, Detroit, MI 48219		
If different than President	Secretary (Required) Shelly A. Miller 19305 W. 7 Mile Road, Detroit, MI 48219		
	Treasurer (Required) Franklyn Seabrooks 19305 W. 7 Mile Road, Detroit, MI 48219		
If different than Officers	Director Franklyn Seabrooks 19305 W. 7 Mile Road, Detroit, MI 48219		
	Director		
	Director		
	Director		
6. Signature of authorized officer or agent	Title	Date	Phone (Optional)
	Authorized Agent	05/24/18	

Filing Fee \$25

Report due May 15, 2018.

If received after May 15, penalty fees will be assessed.

File Online at www.michigan.gov/corpfileonline or mail your completed report with a check or money order payable to the State of Michigan.

Return to: Corporations Division
 P.O. Box 30702
 Lansing, MI 48909
 (517) 241-8470

