

Determining Standing in Florida Entity Litigation

Case	Date / Entity Type	Expanded Facts	Test to Determine Standing	Court's Decision (Special Injury / Statute / Direct Standing)	"Direct action" statute cited
<i>Dinuro Investments, LLC v. Camacho</i> , 141 So. 3d 731 (Fla. 3d DCA 2014)	2014 / LLC	Dinuro and two other LLC members jointly owned San Remo Homes, LLC. When the LLC defaulted on its loan, the other members purchased the loan, foreclosed on the property, and ended up owning the assets outright. Dinuro alleged that this left it holding only membership interests in an empty LLC. It sued co-members directly.	Court synthesized precedent into two-prong test: (1) direct harm; and (2) special injury, plus narrow contractual/statutory exception.	Court held Dinuro showed only special injury (loss distinct from co-members) but not direct harm, since harm flowed from entity's asset loss. Direct standing denied; derivative required.	No.
<i>Strazzulla v. Riverside Banking Co.</i> , 175 So.3d 879 (Fla. 4th DCA 2015)	2015 / Corporation	During the financial crisis, bank directors told certain shareholders that the bank held no toxic assets. Relying on this, shareholders declined to redeem their shares. The bank soon collapsed, wiping out their investment. Plaintiffs alleged fraudulent misrepresentation caused a unique harm to them.	Adopted <i>Dinuro</i> two-prong test. Analyzed Florida Law and states exception where there is a separate contractual or statutory duty.	Court held misrepresentation caused direct harm unique to a small group (they lost chance to redeem). Both prongs satisfied. Direct standing allowed.	No.
<i>Ferk Family, LP v. Frank</i> , 240 So.3d 826 (Fla. 3d DCA 2018)	2018 / LLC	LLC members clashed over management rights and ownership transfers. One member secretly acquired another member entity's ownership interests, giving him control over 40%+ of the company. Operating agreement had removal procedures for managers and a right of first refusal. Dispute centered on validity of the transfer and manager removal. Operating agreement also allowed for direct claims but included a provision stating that the operating agreement would not limit any additional remedies that the members may be entitled to.	<i>Dinuro</i> + contractual/statutory duty exception.	Court held operating agreement created a recognized contractual exception to bringing direct claims without meeting the <i>Dinuro</i> test. Direct standing allowed.	No.
<i>Arbitrage Fund v. Petty</i> , 307 So.3d 119 (Fla. 3d DCA 2020)	2020 / Public Corporation	Cash-out merger: minority shareholders forced to sell at allegedly undervalued price. Controlling shareholders received rollover equity and jobs in the new entity, creating a conflict of interest. Minority alleged unfair process and harm from exclusion from rollover because they did not retain any stock.	<i>Dinuro</i> applied.	Court held harm from undervaluation and job loss flowed to corporation (derivative). But denial of rollover equity was direct harm unique to subgroup. Court expanded special injury to identifiable shareholder classes. Court found that just because more than one shareholder was affected it did not mean that the injury was any less special. Direct standing allowed on rollover claim.	Fla. Stat. § 607.0750 is cited in fn. Parties conceded that statute codified <i>Dinuro</i> but disagreed on how to interpret it. Court did not reach the retroactivity of the statute because they found there was

					standing under <i>Dinuro</i> .
<i>Feng v. Walsh</i> , 2020 WL 5822420 (S.D. Fla. Sept. 14, 2020)	2020 / Corporation	Shareholder alleged directors mismanaged corporation, engaged in self-dealing, and reduced company value. Plaintiff sought damages individually.	<i>Dinuro</i> cited.	Court held harm alleged was loss in share value—derivative harm to corporation. No direct harm or special injury. Direct standing denied.	Fla. Stat. § 620.2001 cited. Court uses <i>Dinuro</i> to interpret the statute.
<i>Cook County Land Ventures, LLC v. Moonspinner Condo. Ass’n, Inc.</i> , 2021 WL 5015631 (N.D. Fla. Feb. 17, 2021)	2021 / LLC	Dispute between LLC and condominium association regarding condominium matters. LLC member tried to sue directly, arguing harm to its own interests.	<i>Dinuro</i> cited.	Court held that although statute allowed for derivative actions, it did not bar direct actions. Plaintiff was seeking to recover damages to its unit which were deemed separate and distinct. Thus, the Court found Plaintiff was not required to comply with requirements for derivative actions before filing suit. Direct standing allowed.	No.
<i>Christoff v. Inglese</i> , 2022 WL 103564 (M.D. Fla. Jan. 11, 2022)	2022 / LLC	LLC member alleged other members misappropriated funds and misused assets for personal benefit, depleting LLC’s value.	<i>Dinuro</i> applied.	Court found injury was to LLC; derivative required. Defendant’s argument that this was a direct action was denied and derivative standing was allowed.	No.
<i>Goldsten v. Firer</i> , 2022 WL 3161835 (S.D. Fla. June 17, 2022)	2022 / Corporation	Minority shareholder alleged controlling shareholder diverted assets and engaged in self-dealing. Plaintiff sued individually and included claims of harm to personal reputation.	<i>Dinuro</i> mentioned in fn.	Court held that the injuries alleged by Plaintiffs were separate and distinct from that of the entity and allowed for the claims to proceed as a direct action.	No.
<i>Head Kandy, LLC v. McNeill</i> , 2023 WL 7323284 (S.D. Fla. Nov. 7, 2023)	2023 / LLC	Members accused another member of diverting LLC opportunities and resources. Plaintiff sued directly.	<i>Dinuro</i> cited.	Court held derivative action was proper as Plaintiffs did not have any claim in their individual capacity.	No.
<i>DiSorbo v. American Van Lines, Inc.</i> , 354 So.3d 530 (Fla. 4th DCA 2023)	2023 / LLC	Two brothers, Anthony and Aldo co-owned an LLC with cousins to buy a warehouse. Anthony arranged a \$200,000 loan from LLC funds to buy out the cousins, diluting Aldo’s interest. Aldo alleged he believed Anthony was using personal funds. After gaining control, Anthony leased the warehouse to his own company at below-market rent, then subleased at higher rates, keeping profits. Aldo sued for conversion, dilution, and self-dealing. Trial court stayed direct claims and only tried derivative claims, ruling against Aldo.	Court applied <i>Dinuro</i> (direct harm + special injury) and the Florida LLC Act statutory language in effect.	4th DCA reversed: (1) Equity dilution = unique harm to Aldo (special injury, direct claim). (2) Operating agreement duty of good faith = contractual basis for direct standing. Court also held trial court erred in bifurcating claims because overlapping facts entitled Aldo to a jury under Florida Constitution. Direct standing allowed.	Fla. Stat. § 605.0801 cited but Court uses <i>Strazulla</i> and <i>Dinuro</i> to interpret whether there was standing.

<i>Snyder v. HMS Technologies, Inc.</i> , 2024 WL 493086 (M.D. Fla. Feb. 8, 2024)	2024 / Corporation	Snyder claimed loss of wages and retaliation based on the loss of contracts by the Corporation. Filed claim as a direct action.	<i>Dinuro</i> test.	Court found dilution injury derivative, as it harmed all shareholders proportionately and all of Plaintiff's alleged damages flowed from the damages to the entity. No special injury. Direct standing denied.	No.
<i>United States ex rel. CLJ, LLC v. Halickman</i> , 2024 WL 89559 (S.D. Fla. Feb. 29, 2024)	2024 / LLC	LLC member attempted to bring third party claim regarding alleged fraud harming entity.	<i>Dinuro</i> cited.	Court held that <i>Dinuro</i> was the controlling test for determining whether claims should be found directly or indirectly.	No.
<i>Snyder v. Formerly B 3 Group, Inc.</i> , 2024 WL 2724435 (M.D. Fla. May 28, 2024)	2024 / Corporation	Shareholder alleged loss of personal wealth and financial ruin which stemmed from corporation's loss of a contract.	<i>Dinuro</i> cited.	Court found harms derivative because all the alleged damages flowed directly from harm to the corporation. Direct standing denied.	No.
<i>In re Sticky Holsters, Inc.</i> , 2024 WL 3359368 (M.D. Fla. July 10, 2024)	2024 / Corporation	Shareholder claimed others diverted company compensation and usurped opportunities.	<i>Dinuro</i> test applied.	Court stated that for Plaintiff to recover, corporation would have to recover first thus the alleged damaged would be derivative. Direct standing denied.	No.
<i>Schmitz v. Schmitz</i> , 401 So.3d 416 (Fla. 3d DCA 2024)	2024 / Corporation (family-held)	Corporation formed by three brothers with bylaws guaranteeing equal pay/benefits for them and their widows. After two brothers died, widows alleged surviving brother paid himself excess benefits and excluded them.	<i>Dinuro</i> acknowledged but court relied on statutory duty exception (§ 607.0750) and bylaws as contract.	Court found bylaws created enforceable individual rights which made the damages specialized to each of the widows. Direct standing granted.	No.
<i>Chengari v. Banyan Cay Resort Fund, LLC</i> , 2024 WL 5088707 (S.D. Fla. Nov. 13, 2024)	2024 / LLC	LLC member sued alleging misconduct in resort investment fund that reduced overall entity value.	<i>Dinuro</i> two-prong test.	Court found only derivative harm; no direct standing unless Plaintiff repleaded and showed sufficient factual content to infer application of the exceptions.	No.
<i>Benes v. De La Aguilera</i> , 2023-019611-CA-01 (11th Cir. Ct. Dec. 27, 2023), aff'd 2025 WL 322291 (Fla. 3d DCA 2025)	2023–25 / Bank (Corporation)	U.S. Century Bank recapitalization via share exchange converted preferred stock into common stock. Existing common shareholders alleged dilution and violation of statutory voting group rights under FBCA § 607.1004. They argued they were entitled to class vote protection.	<i>Dinuro</i> cited. Plaintiffs argued statutory duty exception.	Circuit court dismissed without substantive analysis of statutory claim. Plaintiffs failed to demonstrate either a loss of control or a corresponding shift to another shareholder group, the Court concluded that the dilution did not give rise to a direct injury. 3d DCA affirmed.	Fla. Stat. § 607.0750 cited but court goes on to analyze whether there was a special injury.

