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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

GARDENSENSOR, INC., a Delaware Corporation, formerly known as PLANTSENSE, INC., a Delaware Corporation,

Plaintiff,

v.

STANLEY BLACK & DECKER, INC., a Delaware Corporation, formerly known as BLACK & DECKER (U.S.), a Maryland Corporation,

Defendant.

Case No. 12-cv-03922 NC

**ORDER DENYING DEFENDANT'S  
MOTION TO DISMISS FOR LACK  
OF SUBJECT-MATTER  
JURISDICTION**

Re: Dkt. No. 105

Pending before the Court is Black & Decker's motion to dismiss this case with prejudice under Federal Rules of Civil Procedure 12(b)(1) and 12(h)(3). Black & Decker argues this Court lacks subject-matter jurisdiction because on March 1, 2014, Gardensensor was declared a void corporation due to failure to pay taxes under Delaware law and thus lost all powers conferred on it by law, including the capacity to sue. Dkt. No. 105. As a result, Black & Decker claims "GardenSensor has lacked standing at all critical junctures after March 1, 2014," and "[t]his Court lacks jurisdiction to adjudicate the merits of this


Case No. 12-cv-03922 NC  
ORDER DENYING MOTION TO  
DISMISS

1 action.” *Id.*

2 In response, Gardensensor submitted a Certificate for Renewal and a Certificate of  
3 Good Standing issued by the State of Delaware, effective September 17, 2014. Dkt. Nos.  
4 110 at 6; 110-2 at 2-3; 110-3 at 2. As Black & Decker concedes in its reply, Dkt. No. 113 at  
5 1, “[u]nder Delaware law, where a corporation was voided but then renewed, it is as though  
6 the corporation was never void, and the corporation regains all of its previous rights,  
7 including capacity to sue.” *Backyard Wrestling, Inc. v. Pro-Active Entm’t Grp., Inc.*, 398 F.  
8 App’x 299, 300 (9th Cir. 2010) (citing *Frederic G. Krapf & Son, Inc. v. Gorson*, 243 A.2d  
9 713, 714-15 (Del. 1968)). Accordingly, the Court DENIES Black & Decker’s motion to  
10 dismiss as moot.

11 IT IS SO ORDERED.

12 Date: September 19, 2014

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14 Nathanael M. Cousins  
15 United States Magistrate Judge  
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