APPENDIX

APPENDIX A

In the Supreme Court of Georgia

Decided: September 21, 2021

S20G1368.

COOPER TIRE & RUBBER COMPANY v. MCCALL.

LAGRUA, Justice.

We granted certiorari in this products liability action against an out-of-state corporation to reconsider one of our holdings in *Allstate Insurance Co. v. Klein*, 262 Ga. 599 (422 SE2d 863) (1992). In *Klein*, we held that Georgia courts may exercise general personal jurisdiction over any out-of-state corporation that is "authorized to do or transact business in this state at the time a claim arises." Id. at 601 (citation and punctuation omitted). As discussed below, although *Klein*'s general-jurisdiction holding is in tension with a recent line of United States Supreme Court cases addressing when state courts may exercise general personal jurisdiction over out-of-state corporations in a manner that accords with the due process requirements of the United States Constitution, *Klein* does not violate federal due process under *Pennsylvania Fire Insurance Co. of Philadelphia v. Gold Issue Mining & Milling Co.*, 243 U. S. 93 (37 SCt 344, 61 LEd 610) (1917), a decision that the Supreme Court has not overruled. Thus, we are not required to overrule *Klein* as a matter of binding federal constitutional law. We also decline to overrule *Klein* as a matter of statutory interpretation.

Therefore, we affirm the Court of Appeals' decision, which followed *Klein*.

The Court of Appeals summarized the undisputed underlying facts and procedural history of this case as follows:

> [Florida resident] Tyrance McCall sued Cooper Tire & Rubber Company ("Cooper Tire") and two other defendants in the State Court of Gwinnett County for injuries he allegedly sustained in a motor vehicle collision.
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> * * *
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> McCall's complaint alleges that on April 24, 2016, he was a passenger in a vehicle that was equipped with a rear tire designed, manufactured, and sold by Cooper Tire. As the vehicle was traveling on a Florida roadway, the tire tread "suddenly failed and separated from the remainder of the tire." The driver lost control of the vehicle, which left the roadway and rolled over until it came to rest in a nearby wooded area. McCall sustained severe injuries in the crash.
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> Following the collision, McCall sued Cooper Tire for negligence, strict product liability, and punitive damages. He also asserted claims against the driver, a Georgia resident, and the Georgia car dealership that sold the vehicle to the driver. Cooper Tire answered the complaint, raising numerous defenses, including lack of personal jurisdiction. It also filed a motion to dismiss, arguing that as a nonresident corporate defendant with only minimal contacts in Georgia, it is not subject to personal jurisdiction in this state. An accompanying affidavit from Cooper

> Tire's corporate counsel established that Cooper Tire is incorporated in Delaware and maintains its principal place of business in Ohio.
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> McCall responded that Cooper Tire is a resident of Georgia—and thus subject to personal jurisdiction here—because it is authorized to transact business in the state. In its reply, Cooper Tire did not dispute that it has been authorized to transact business in Georgia at all times relevant to this suit. It argued, however, that such circumstances do not make it a Georgia resident for jurisdictional purposes. The trial court agreed and granted Cooper Tire's motion to dismiss.

McCall v. Cooper Tire & Rubber Co., 355 Ga. App. 273, 273–274 (843 SE2d 925) (2020). On appeal, the Court of Appeals reversed the trial court, concluding that under *Klein*, "Cooper Tire is a resident corporation subject to personal jurisdiction in this state, [and] the trial court erred in granting the motion to dismiss." Id. at 275.

We granted Cooper Tire's petition for a writ of certiorari. For the reasons that follow, we conclude that, although *Klein*'s general-jurisdiction holding is in tension with the trajectory of recent United States Supreme Court decisions addressing a state's authority to exercise general personal jurisdiction over corporations, *Klein* cannot be overruled on federal constitutional grounds.[1] And, considerations of stare

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[1] We posed a threshold question to the parties asking whether the argument that Klein's holding should be reconsidered was properly preserved in the courts below. We conclude that the issue was adequately preserved.

decisis counsel against overruling *Klein*'s holding as a matter of statutory construction. Accordingly, as held by the Court of Appeals, Cooper Tire is currently subject to the general jurisdiction of our courts under *Klein*.

1. The seminal case of *Pennoyer v. Neff*, 95 U. S. 714 (24 LE 565) (1878), established the parameters governing a state court's authority to assert personal jurisdiction over an out-of-state defendant in accordance with the Due Process Clause of the Fourteenth Amendment to the United States Constitution. Under that framework, due process of law required either the "voluntary appearance" of the out-of-state defendant or personal service of process upon the out-of-state defendant to bring the defendant within the state's jurisdiction and allow the defendant to be "personally bound by any judgment rendered." *Pennoyer*, 95 U. S. at 733–734 (citation and punctuation omitted).

As recently noted by Justice Gorsuch, in the years after *Pennoyer*, interstate commerce and the development of corporations continued to rise in this country, and thus, many states faced an increase in legal conflicts involving out-of-state corporate defendants in their courts. See *Ford Motor Co. v. Mont. Eighth Judicial Dist. Court*, __ U. S. __ (141 SCt 1017, 1037, 209 LE2d 225) (2020) (Gorsuch, J., concurring). "States sought to obviate any potential question about corporate jurisdiction by requiring an out-of-state corporation to incorporate under their laws too, or at least designate an agent for service of process." Id. "[T]he idea was to secure the out-of-state company's presence or consent to suit" in that state. Id.

During this time period, the Supreme Court issued its decision in *Pennsylvania Fire* and formalized the concept of general corporate jurisdiction by "consent." See *Pennsylvania Fire*, 243 U.S. at 94. In *Pennsylvania Fire*, an out-of-state insurance company obtained a license to do business in Missouri and, in compliance with Missouri's corporate statute, Rev. Stats. Mo., 1909, § 7042, filed a power of attorney "consenting that service of process upon the superintendent [of the insurance department] should be deemed personal service upon the company so long as it should have any liabilities outstanding in the [s]tate." Id. The lawsuit at issue was commenced through service of process upon the superintendent, and the insurance company argued that "such service was insufficient" and that, "if the statute were construed to govern the present case, it encountered the 14th Amendment by denying to the defendant due process of law." Id. at 94–95. After the Supreme Court of Missouri held that the statute was applicable and consistent with the United States Constitution, the insurance company appealed to the United States Supreme Court. See id. at 95.

In affirming the Missouri Supreme Court, the United States Supreme Court held:

> The construction of the Missouri statute thus adopted hardly leaves a constitutional question open. The defendant had executed a power of attorney that made service on the superintendent the equivalent of personal service. If by a corporate vote it had accepted service in this specific case, there would be no doubt of the jurisdiction of the state court over a transitory action of contract. If it had appointed an agent

> authorized in terms to receive service in such cases, there would be equally little doubt. It did appoint an agent in language that rationally might be held to go to that length. The language has been held to go to that length, and the construction did not deprive the defendant of due process of law even if it took the defendant by surprise, which we have no warrant to assert.

Pennsylvania Fire, 243 U. S. at 95. Thus, under the holding of *Pennsylvania Fire*, where a state statute notifies an out-of-state corporation that by registering and appointing an agent for service of process in the state, the corporation has consented to general personal jurisdiction there, the corporation has not been deprived of the Fourteenth Amendment's guarantee of due process of law when it is sued in that state. See id. at 95–96.

In *International Shoe v. Washington*, 326 U. S. 310 (66 SCt 154, 90 LE 95) (1945), the Court further refined the concept of personal jurisdiction as it applied to out-of-state corporations and, in doing so, examined the historical context of its prior holdings, which were largely influenced by an out-of-state defendant's presence within the "territorial jurisdiction" of a state. Id. at 316. The Court noted that "the corporate personality is a fiction," and thus, unlike an individual, a corporation's "presence without, as well as within, the state of its origin can be manifested only by activities carried on in its behalf by those who are authorized to act for it." Id. To further elucidate this point, the Court explained:

> "Presence" in the state in this sense has never been doubted when the activities of the

> corporation there have not only been continuous and systematic, but also give rise to the liabilities sued on, even though no consent to be sued or authorization to an agent to accept service of process has been given. Conversely it has been generally recognized that the casual presence of the corporate agent or even his conduct of single or isolated items of activities in a state in the corporation's behalf are not enough to subject it to suit on causes of action unconnected with the activities there. To require the corporation in such circumstances to defend the suit away from its home or other jurisdiction where it carries on more substantial activities has been thought to lay too great and unreasonable a burden on the corporation to comport with due process.

Id. at 317 (citations omitted). The Court thus held that a state court could appropriately assert personal jurisdiction over an out-of-state corporation, consistent with the Due Process Clause of the Fourteenth Amendment, when the defendant corporation has such "minimum contacts with [the forum state] such that the maintenance of the suit does not offend traditional notions of fair play and substantial justice," or in instances where the corporation's continuous operations in the state were "so substantial and of such a nature as to justify suit against it on causes of action arising from dealings entirely distinct from those activities." Id. at 316, 318 (citation and punctuation omitted).

Notably, in reaching this holding in *International Shoe*, the Court did not overrule or even reference *Pennsylvania Fire* or reject the theory that an out-of-state corporation could consent to personal

jurisdiction in a state's courts by registering to do business there. In fact, the Court noted that the jurisdictional determinations rendered in *International Shoe* applied to cases where "no consent to be sued or authorization to an agent to accept service of process ha[d] been given"—a reasonable limitation given that the Court was considering only those circumstances where an out-of-state corporate defendant was subject to general jurisdiction in a state against its will, as opposed to having consented to general jurisdiction in the state through the execution of a contract, voluntary registration, or otherwise. Id. at 317.

In the decades after *International Shoe*, the Court continued to hone the concept of a state court's exercise of personal jurisdiction over an out-of-state corporation that had not "consent[ed] to be sued." 326 U. S. at 317. To that end, the Court recognized two emergent subsets of jurisdictional authority—*general* personal jurisdiction and *specific* personal jurisdiction. See, e.g., *Bristol-Myers Squibb Co. v. Superior Court of California, San Francisco County*, __ U. S. __ (137 SCt 1773, 1781–1783, 198 LE2d 395) (2017); *BNSF Railway Co. v. Tyrrell*, __ U. S. __ (137 SCt 1549, 1558–1559, 198 LE2d 36) (2017); *Daimler AG v. Bauman*, 571 U. S. 117, 133–139 (134 SCt 746, 187 LE2d 624) (2014); *Goodyear Dunlop Tires Operations, S.A. v. Brown*, 564 U. S. 915, 926–929 (131 SCt 2846, 180 LE2d 796) (2011).

In clarifying the concept of general jurisdiction, the Court explained:

> General jurisdiction, as its name implies, extends to any and all claims brought against a defendant.

> Those claims need not relate to the forum State or the defendant's activity there; they may concern events and conduct anywhere in the world. But that breadth imposes a correlative limit: Only a select set of affiliations with a forum will expose a defendant to such sweeping jurisdiction. In what we have called the "paradigm" case, an individual is subject to general jurisdiction in her place of domicile. And the equivalent forums for a corporation are its place of incorporation and principal place of business.

Ford, 141 SCt at 1024 (II) (A) (citations and punctuation omitted). See also *Goodyear*, 564 U. S. at 919 ("A court may assert general jurisdiction over foreign . . . corporations to hear any and all claims against them when their affiliations with the State are so continuous and systematic as to render them essentially at home in the forum State." (Citation and punctuation omitted).).

Over the last ten years, *Goodyear* and its progeny have adhered to the jurisdictional approach of *International Shoe* and held that, at least with respect to an out-of-state corporation that has not consented to jurisdiction, the corporation will ordinarily be subject to general jurisdiction in only one or two states—the state where it is incorporated and, if different, the state where its principal place of business is located. See *Ford*, 141 SCt at 1024 (II) (A). The Court reasoned that these locations are the appropriate forums for the exercise of general jurisdiction over corporations because these "affiliations have the virtue of being unique—that is, each ordinarily indicates only one place—as well as

easily ascertainable," and these locations "afford plaintiffs recourse to at least one clear and certain forum in which a corporate defendant may be sued on any and all claims." *Daimler*, 571 U. S. at 137 (IV) (B). Additionally, the Court explained that any broader exercise of general jurisdiction would "scarcely permit out-of-state defendants to structure their primary conduct with some minimum assurance as to where that conduct will and will not render them liable to suit." Id. at 139 (IV) (B) (citations and punctuation omitted).

In contrast to general jurisdiction,

> [s]pecific jurisdiction . . . covers defendants less intimately connected with a State, but only as to a narrower class of claims. The contacts needed for this kind of jurisdiction often go by the name "purposeful availment." The defendant, we have said, must take some act by which it purposefully avails itself of the privilege of conducting activities within the forum State. The contacts must be the defendant's own choice and not random, isolated, or fortuitous. They must show that the defendant deliberately reached out beyond its home—by, for example, exploiting a market in the forum State or entering a contractual relationship centered there. Yet even then—because the defendant is not "at home"—the forum State may exercise jurisdiction in only certain cases. The plaintiff's claims, we have often stated, must arise out of or relate to the defendant's contacts with the forum.

Ford, 141 SCt at 1024–1025 (II) (A) (citations and punctuation omitted). See also *Goodyear*, 564 U. S. at

919 ("Specific jurisdiction . . . depends on an affiliation between the forum and the underlying controversy, principally, activity or an occurrence that takes place in the forum State and is therefore subject to the State's regulation." (Citations and punctuation omitted).). For purposes of establishing specific jurisdiction, "[m]any States have enacted long-arm statutes authorizing courts to exercise specific jurisdiction over [out-of-state] manufacturers when the events in suit, or some of them, occurred within the forum state." *Goodyear*, 564 U. S. at 926 (II) (B). The General Assembly has enacted such a long-arm statute in Georgia, OCGA § 9-10-90 et seq. (the "Long Arm Statute").

OCGA § 9-10-91 says in pertinent part:

> A court of this state may exercise [specific] personal jurisdiction over any nonresident . . . , as to a cause of action arising from any of the acts, omissions, ownership, use, or possession enumerated in this Code section, in the same manner as if he or she were a resident of this state, if in person or through an agent, he or she:
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> (1) Transacts any business within this state;
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> (2) Commits a tortious act or omission within this state, except as to a cause of action for defamation of character arising from the act; [or]
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> (3) Commits a tortious injury in this state caused by an act or omission outside this state if the tort-feasor regularly does or solicits business, or engages in any other persistent course of conduct, or derives substantial revenue from goods used or consumed or services rendered in this state[.]

More succinctly stated, the Long Arm Statute defines "the scope of personal jurisdiction that Georgia courts may exercise over nonresidents pursuant to OCGA § 9-10-91" and "requires that an out-of-state defendant must do certain acts within the State of Georgia before he can be subjected to [specific] personal jurisdiction." *Innovative Clinical & Consulting Svcs., LLC v. First Nat. Bank of Ames*, 279 Ga. 672, 673 (620 SE2d 352) (2005) (citations and punctuation omitted). See also *Gust v. Flint*, 257 Ga. 129, 130 (356 SE2d 513) (1987) ("The rule that controls is our [Long Arm] statute, which requires that an out-of-state defendant must do certain acts within the State of Georgia before he can be subjected to [specific] personal jurisdiction," and where "no such acts were committed, there is no jurisdiction."). OCGA § 9-10-90 defines "nonresident" for purposes of the Long Arm Statute. OCGA § 9-10-90 provides, in relevant part, that

> the term "nonresident" includes . . . a corporation which is not organized or existing under the laws of this state and is not authorized to do or transact business in this state at the time a claim or cause of action under Code Section 9-10-91 arises.

The definition of "nonresident" found in OCGA § 9-10-90 formed the basis for our first holding in *Klein*. *Klein* arose from a motor vehicle accident on a Georgia interstate involving two vehicles driven by nonresidents of Georgia. See *Klein*, 262 Ga. at 599. The plaintiff, who was injured in the accident, was a passenger in one of the vehicles and filed a lawsuit in Glynn County against Allstate Insurance Company, the insurer of the vehicle in which he was traveling.

See id. at 599–600. In support of the plaintiff's claim that Georgia had personal jurisdiction over Allstate, the plaintiff asserted that he was not relying on the Long Arm Statute for personal jurisdiction, but rather that Allstate was subject to personal jurisdiction because it was "a corporation authorized to transact business in Georgia, and which has an office and a registered agent in Glynn County." Id. at 600. Allstate moved to dismiss the plaintiff's complaint for lack of personal jurisdiction, claiming that "any connection between the cause of action and Allstate's activities within the state were too tenuous to satisfy" subsection (1) of OCGA § 9-10-91. Id. The trial court granted Allstate's motion to dismiss. See id. On appeal, the Court of Appeals reversed, holding that personal jurisdiction over Allstate was proper under the Long Arm Statute. See *Klein v. Allstate Ins. Co.*, 202 Ga. App. 188, 191 (2) (413 SE2d 777) (1991).

This Court granted certiorari, and although we affirmed, we did so under a different rationale, explaining that

> [t]he Long Arm Statute applies solely to persons who were *nonresidents* of Georgia at the time the act or omission complained of occurred. Therefore, the [statute's] requirement that a cause of action arise out of activities within the state applies only to the exercise of personal jurisdiction over *nonresidents*.

Klein, 262 Ga. at 600 (emphasis in original; citation and punctuation omitted). We then noted that the definition of "nonresident" in the Long Arm Statute "includes a corporation which is not organized or existing under the laws of this state *and is not*

authorized to do or transact business in this state at the time a claim or cause of action arises." Id. at 601 (emphasis in original; citation and punctuation omitted). Given this definition, we held:

> It is apparent from the language of [the "nonresident" definition] that a corporation which *is* authorized to do or transact business in this state at the time a claim arises is a "resident" for purposes of personal jurisdiction over that corporation in an action filed in the courts of this state.

Id. at 601 (emphasis in original; punctuation omitted). Citing the Georgia Business Corporation Code, OCGA § 14-2-1505 (b),[2] we further held that "[a]s a resident, such a foreign corporation may sue or be sued to the same extent as a domestic corporation." *Klein*, 262 Ga. at 601.

Based on our reading of the Georgia statutes, we concluded that

> a plaintiff wishing to sue in Georgia a corporation authorized to do business in Georgia is not restricted by the personal jurisdiction parameters of [the Long Arm Statute] including the requirement that a cause of action arise out of a defendant's activities within the state.

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[2] OCGA § 14-2-1505 (b) provides:

> A foreign corporation with a valid certificate of authority has the same but no greater rights under this chapter and has the same but no greater privileges under this chapter as, and except as otherwise provided by this chapter is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic corporation of like character.

Klein, 262 Ga. at 601. In other words, based primarily on the Long Arm Statute's scheme for specific jurisdiction over corporations, we held that any corporation that is authorized to do business in Georgia is subject to the *general* jurisdiction of Georgia's courts. And, in a concluding footnote, we suggested that this holding did not violate federal due process. See id. at 601 n.3.[3]

2. As noted above, since *Klein*, the United States Supreme Court has continued to develop the principles governing a state court's exercise of *general* personal jurisdiction over out-of-state corporations in

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[3] Specifically, we said:

> The constitutionality of the definition of nonresident contained in the Long Arm Statute, as it pertains to foreign corporations, has not been challenged in this case, addressed by the parties, or ruled on by the lower courts. However, it appears that the definition does not run afoul of the "minimum contacts" requirement of procedural due process. The U. S. Supreme Court has addressed the issue of just what constitutes "fair play and substantial justice" when it comes to personal jurisdiction over foreign corporations. That Court held that "if an authorized representative of a foreign corporation be physically present in the state of the forum and be there engaged in activities appropriate to accepting service or receiving notice on its behalf, we recognize that there is no unfairness in subjecting that corporation to the jurisdiction of the courts of that state through such service of process upon that representative. . . . [W]e find no requirement of federal due process that either *prohibits* a state from opening its courts to [a cause of action not arising out of the corporation's activities in the state] or *compels* [a state] to do so. This conforms to the realistic reasoning in *International Shoe v. Washington* [326 U. S. 310]."

Id. at 601 n.3 (citation omitted)

Goodyear and its progeny. And, in doing so, the Court has "declined to stretch general jurisdiction beyond limits traditionally recognized" by *International Shoe*. *Daimler*, 571 U. S. at 132 (III). As the Court "has increasingly trained on the relationship among the defendant, the forum, and the litigation, i.e., specific jurisdiction, general jurisdiction has come to occupy a less dominant place in the contemporary scheme." Id. at 132–133 (III). In sum, in the *Goodyear* line of cases, the Court has held that general jurisdiction is properly exercised where a corporation's operations are so substantial, continuous, and systematic as to render the corporation essentially "at home" in a state, a determination that will necessarily be made on a case by case basis after considering the facts and circumstances unique to each case. See *Goodyear*, 564 U. S. at 919, 929 (II) (B); *Daimler*, 571 U. S. at 130 (III).

However, while Cooper Tire relies on *Goodyear* and its progeny to challenge the viability of *Pennsylvania Fire*'s "consent by registration" theory of general personal jurisdiction and to argue that *Pennsylvania Fire*'s holding "conflicts with modern due process jurisprudence," *Pennsylvania Fire* has not been overruled, nor was it even addressed by the majority opinions in these cases. In fact, during this same time period, the Court has continued to recognize consent as a proper means of exercising personal jurisdiction over an out-of-state corporation. See *J. McIntyre Mach., Ltd. v. Nicastro*, 564 U. S. 873, 880 (II) (131 SCt 2780, 180 LE2d 765) (2011) (plurality op.) ("A person may submit to a [s]tate's authority in a number of ways[;] [t]here is, of course, explicit consent," and "[p]resence within a [s]tate at the time suit commences

through service of process is another example." (Citations and punctuation omitted).).

In addition, a number of federal and state courts have concluded that despite *Goodyear* and its progeny, the "designation of an in-state agent for service of process in accordance with a state registration statute may constitute consent to personal jurisdiction, if supported by the breadth of the statute's text or interpretation." *Otsuka Pharm. Co. v. Mylan Inc.*, 106 FSupp. 3d 456, 469 (D.N.J. 2015). See also, e.g., *AK Steel Corp. v. PAC Operating Ltd. Partnership*, Case No. 2:15-CV-09260-CM-GEB, 2017 WL 3314294 at*3–*4 (III) (A) (D. Kan. 2017); *Acorda Therapeutics, Inc. v. Mylan Pharms. Inc.*, 78 FSupp.3d 572, 588–589 (III) (D. Del. 2015)[4]; *Rodriguez v. Ford Motor Co.*, 458 P3d

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[4] For example, in *Acorda Therapeutics*, the court explained:

> *Daimler* does not eliminate consent as a basis for a state to establish general jurisdiction over a corporation which has appointed an agent for service of process in that state, as is required as part of registering to do business in that state. Mylan Pharma concedes, as it must, that *Daimler* does not expressly address consent. Indeed, in the entire opinion in *Daimler*, there is but a single, passing reference to the concept of consent: "The Court's 1952 decision in *Perkins v. Benguet Consol. Mining Co*., 342 U.S. 437, 72 SCt 413, 96 LEd 485 (1952), remains the textbook case of general jurisdiction appropriately exercised over a foreign corporation that has not consented to suit in the forum." In this way, *Daimler* distinguishes between consensual and nonconsensual bases for jurisdiction. It preserves what has long been the case: that these are two distinct manners of obtaining jurisdiction over a corporation. Consistent with *Daimler*, it remains the law that general jurisdiction may be established by showing that a corporation is "at home" in the sense described in detail in *Daimler*, or separately general jurisdiction may be established by a corporation's

569, 575–578 (N.M. 2018); *Weinstein v. Kmart Corp.*, 99 A3d 997, 997 (N.Y. 2012).

While we acknowledge that some other courts have held to the contrary, we note that the states in those cases did not have a corporate domestication or registration statute, or any authoritative case law interpreting such a statute, that provided notice to out-of-state corporations that they consented to general jurisdiction in the state by domesticating or registering to do business there. See, e.g., *Fidrych v. Marriott Intl. Inc.*, 952 F3d 124, 137 (4th Cir. 2020) (holding that under the rules set out in *Pennsylvania Fire*, "obtaining the necessary certification to conduct business in a given state amounts to consent to general jurisdiction in that state only if that condition is explicit in the statute or the state courts have interpreted the statute as imposing that condition," but "South Carolina law does not make consent to general jurisdiction a consequence of obtaining a certificate of authority to transact business" (emphasis omitted)); *Waite v. AII Acquisition Corp.*, 901 F3d 1307, 1320–1321 (11th Cir. 2018) (holding that Florida law did not either expressly or by state-court construction establish that registration to do business and appointment of an agent for service of process in Florida amounted to consent to general personal jurisdiction in Florida courts); *Gulf Coast Bank & Trust Co. v. Designed Conveyor Sys., LLC*, 717 Fed. Appx. 394, 397–398 (5th Cir. 2017) (holding that

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consent to such jurisdiction. *Daimler* is directed to the former situation and has nothing to say about the latter scenario.

Id. (citations and punctuation omitted).

"[t]his case lacks what *Pennsylvania Fire* had: a clear statement from the state court construing the statute to require consent," because in Louisiana, "[n]one of the statutes covering registration informs a company that by registering it consents to suit"); *DeLeon v. BNSF Railway Co.*, 426 P3d 1, 7–9 (392 Mont. 446) (2018) (holding that a foreign corporation's act of registering to do business in Montana and subsequently conducting in-state business activities did not amount to consent to general personal jurisdiction in Montana in accordance with due process because the registration statutes specifically provided that appointment of registered agent did not by itself create a basis for personal jurisdiction and nothing else put the foreign corporation on notice that, by appointing a registered agent to receive service of process, it was consenting to personal jurisdiction); *Genuine Parts Co. v. Cepec*, 137 A3d 123, 148 (Del. 2016) (concluding that while "*Daimler* does not suggest that th[e] traditional avenue of consent to personal jurisdiction is no longer viable," the United States Supreme Court has clarified "the due-process limits on general jurisdiction in *Goodyear* and *Daimler*" and thus, "we read our state's registration statutes as providing a means for service of process and not as conferring general jurisdiction").

Georgia's Business Corporation Code does not expressly notify out-of-state corporations that obtaining authorization to transact business in this State and maintaining a registered office or registered agent in this State subjects them to general jurisdiction in our courts, see OCGA § 14-2-1501 (a), OCGA § 14-2-1507. However, our general-jurisdiction holding in *Klein* does notify out-of-state corporations

that their corporate registration will be treated as consent to general personal jurisdiction in Georgia, distinguishing our State from those in the cases just cited. Unless and until the United States Supreme Court overrules *Pennsylvania Fire*, that federal due process precedent remains binding on this Court and lower federal courts. See *Rodriguez de Quijas v. Shearson/American Express, Inc.*, 490 U. S. 477, 484 (III) (109 SCt 1917, 104 LE2d 526) (1989) (explaining that even when the holding of a Supreme Court decision appears to be contradicted by the reasoning of another line of decisions, the holding rather than the subsequent reasoning is binding on lower courts). See also *Maxim Cabaret, Inc. v. City of Sandy Springs*, 304 Ga. 187, 191 n.4 (III) (816 SE2d 31) (2018) ("[W]here precedent of the Supreme Court has direct application in a case, yet appears to rest on reasons rejected in some other line of decisions, lower courts should follow the case which directly controls, leaving to [the Supreme] Court the prerogative of overruling its own decisions." (Citation and punctuation omitted).). And, viewing *Klein* against this backdrop, *Klein*'s holding that corporate registration in Georgia is consent to general jurisdiction in Georgia does not violate federal due process under *Pennsylvania Fire*.

3. Having concluded that *Klein*'s general-jurisdiction holding does not violate federal due process, we must now decide whether it should still be followed as a matter of statutory stare decisis.

> Under the doctrine of stare decisis, courts generally stand by their prior decisions, because it promotes the evenhanded, predictable, and consistent development of legal principles, fosters reliance on judicial decisions, and contributes to

> the actual and perceived integrity of the judicial process. Stare decisis, however, is not an inexorable command. Courts, like individuals, but with more caution and deliberation, must sometimes reconsider what has been already carefully considered, and rectify their own mistakes. In reconsidering our prior decisions, we must balance the importance of having the question decided against the importance of having it decided right. To that end, we have developed a test that considers the age of precedent, the reliance interests at stake, the workability of the decision, and, most importantly, the soundness of its reasoning. The soundness of a precedent's reasoning is the most important factor.

Olevik v. State, 302 Ga. 228, 244–245 (2) (c) (iv) (806 SE2d 505) (2017) (citations, emphasis, and punctuation omitted). Considerations of stare decisis have greater weight with regard to precedents interpreting statutes than precedents regarding constitutional issues. See *Allen v. State*, 310 Ga. 411, 419–420 (6) (851 SE2d 541) (2020). Weighing the stare decisis factors here, we see no compelling reason to overrule *Klein*'s statutory construction holding.

(a) Soundness of the Reasoning

Addressing first the soundness of the reasoning factor, we note that *Klein*'s first statutory construction holding—i.e., that registered corporations are not "nonresidents" and thus are not subject to specific personal jurisdiction in Georgia under the Long Arm Statute—was clearly correct under the plain language of the statute, and it has not been challenged by the

parties in this case. Although the reasoning behind the *Klein* Court's inverse implication—i.e., that because registered corporations are not subject to specific jurisdiction under the Long Arm Statute, they must be subject to general jurisdiction in Georgia—may not have been well-explained, it was not clearly wrong under the governing case law at the time. And, it is not unconstitutional given the continuing validity of *Pennsylvania Fire*.

Additionally, *Klein*'s holding about general jurisdiction in this context was sensible because, had the Court reached a different conclusion, a jurisdictional gap would have emerged whereby a *registered* out-of-state corporation would apparently not have been subject to *any* jurisdiction in Georgia – specific or general. Cooper Tire does not explain what alternative holding the Court should have reached in *Klein*, other than to suggest that registered corporations should not be subject to the jurisdiction of Georgia's courts at all. Accordingly, we conclude that this factor does not weigh in favor of overruling *Klein*.

(b) Age of the Precedent

Klein is almost 30 years old; though we have overruled even older cases when other considerations of stare decisis counseled in favor of doing so, see, e.g., *Southall v. State*, 300 Ga. 462, 468 (1) (796 SE2d 261) (2017), *Klein*'s age does not weigh in favor of its overruling. See *Frett v. State Farm Employee Workers' Comp.*, 309 Ga. 44, 65 (844 SE2d 749) (2020) (Peterson, J., dissenting) (noting that a precedent's age is an important consideration "especially . . . when statutory precedents are considered").

We also note that while this Court has cited *Klein* only once in the past 30 years for a different proposition, see *Innovative Clinical*, 279 Ga. at 674 n.2, the Court of Appeals has relied upon or cited *Klein*'s general-jurisdiction holding in nine cases, and federal district courts applying Georgia law have done so in 12 cases. See, e.g., *Ward v. Marriott Int., Inc.*, 352 Ga. App. 488, 494 (835 SE2d 322) (2019); *Cherokee Warehouses, Inc. v. Babb Lumber Co.*, 244 Ga. App. 197, 198 n.6 (535 SE2d 254) (2000); *Pratt & Whitney Canada, Inc. v. Sanders*, 218 Ga. App. 1, 2–3 (460 SE2d 94) (1995); *Rumbold v. Trader Joe's East, Inc.*, Case No. 1:20-cv-03437-WMR-LTW, 2021 WL 3043420 at *3 (II) (A) (N.D. Ga. 2021); *Drake v. JWN Inc.*, Case No. CV218-026, 2018 WL 9415068 at *2 (I) (S.D. Ga. 2018); *Hines v. Mann Bracken, LLP*, Case No. 1:09-CV-03052-RWS-LTW, 2010 WL 11647047 at *3 (I) (A) (N.D. Ga. 2010).

(c) Reliance Interests

We have not identified, nor has McCall cited, "any [] reliance interests that would be significantly impaired were we to overrule" *Klein*. *Frett*, 309 Ga. at 61 (majority op.).

(d) Workability

The workability factor of the stare decisis analysis weighs most strongly against overruling *Klein*'s general-jurisdiction holding. If we were to overrule that holding, we would generate the jurisdictional gap discussed above whereby a potentially large swath of out-of-state corporations like Cooper Tire could fall into a class exempt from all personal jurisdiction—specific and general—in this State simply because they are authorized and registered to do business here.

As *Klein* correctly held based on the plain language of the Long Arm Statute, the definition of "nonresident" in OCGA § 9-10-90 limits the statute's application to out-of-state corporations that are *not* authorized to do or transact business in this state at the time a claim under OCGA § 9-10-91 arises. Given that definition, out-of-state corporations that *are* authorized and registered to do business in Georgia are not subject to specific jurisdiction under the Long Arm Statue. But, if we were to overrule *Klein*'s general-jurisdiction holding, these corporations would not be subject to *general* jurisdiction in this State, either. This outcome would allow out-of-state corporations to insulate themselves from personal jurisdiction in Georgia simply by obtaining the requisite certificate of authority and registering to do business here, thereby effectively immunizing themselves from suit for *any cause whatsoever*. Notably, this is the outcome suggested by Cooper Tire—i.e., that we should overrule *Klein* and hold that if an out-of-state corporation registers to do business in Georgia, that corporation cannot be sued in Georgia.

Based on our analysis of the stare decisis factors, we decline to overrule *Klein*, avoiding this perverse consequence. However, we note that the tension between *Klein* and recent United States Supreme Court precedent remains, and *Klein*'s general-jurisdiction holding may be undermined if the Supreme Court ever reconsiders and overrules *Pennsylvania Fire*. For these reasons, the General Assembly could preemptively obviate that risk by modifying the governing statutes to enable Georgia courts to exercise specific personal jurisdiction over out-of-state corporations whether they are authorized

to do business in this State or not, provide for general jurisdiction where appropriate, or otherwise tailor this State's jurisdictional scheme within constitutional limits.

4. In conclusion, because the Long Arm Statute does not apply to an out-of-state corporation that is authorized to do business in Georgia, Cooper Tire is not subject to specific personal jurisdiction in Georgia under OCGA §§ 9-10-90 and 9-10-91. However, because Cooper Tire is registered and authorized to do business in Georgia, Cooper Tire is currently subject to the general jurisdiction of our courts under *Klein*'s general-jurisdiction holding, which we have decided to leave in place. On this basis, we affirm the decision of the Court of Appeals.

Judgment affirmed. All the Justices concur.

S20G1368.
COOPER TIRE & RUBBER COMPANY v. McCALL.

BETHEL, Justice, concurring.

I concur fully in the opinion of the Court. I write separately for the sole purpose of calling the General Assembly's attention to the peculiar and precarious position of the current law of Georgia.

Currently, foreign corporations that register to conduct business in Georgia expose themselves to being hailed into Georgia courts for all matters regardless of the underlying suit's connection to Georgia. By contrast, those that decline Georgia registration have significantly less exposure. Because it creates a disincentive for foreign corporations to register in Georgia, this structure strikes me as contrary to the often-expressed desire to make Georgia a "business-friendly" state. Moreover, in light of the trend in the recent opinions of the United States Supreme Court regarding the exercise of personal jurisdiction by state courts, there appears to be a meaningful chance that the current law of Georgia will, at some point, be found to be inconsistent with the requirements of federal due process. In that event, Georgians injured in Georgia by the acts or omissions of corporations domiciled outside of Georgia and registered to conduct business here might find legal recourse available only in the courts of other states. This is so because in the event the holding of *Klein* is overruled on due process grounds, the "gap" identified in the Court's opinion in this case will immediately spring to life, and Georgia's law governing the exercise of personal jurisdiction will not include a basis for jurisdiction over those businesses domiciled outside of

Georgia that have registered to conduct business in Georgia. I'll not endeavor to list the potential problems that state of affairs might present. In light of these concerns, even if it elects to maintain the status quo, it is my hope that the General Assembly will at least consider this matter thoroughly and carefully.

APPENDIX B

SECOND DIVISION
MILLER, P. J.,
MERCIER and REESE, JJ.

NOTICE: Motions for reconsideration must be *physically received* in our clerk's office within ten days of the date of decision to be deemed timely filed. Please refer to the Supreme Court of Georgia Judicial Emergency Order of March 14, 2020 for further information at (https://www.gaappeals.us/rules).

June 1, 2020

In the Court of Appeals of Georgia

A20A0933. MCCALL v. COOPER TIRE & RUBBER COMPANY. ME-031

MERCIER, Judge.

Tyrance McCall sued Cooper Tire & Rubber Company ("Cooper Tire") and two other defendants in the State Court of Gwinnett County for injuries he allegedly sustained in a motor vehicle collision. Cooper Tire moved to dismiss the claims against it on personal jurisdiction grounds. The trial court granted the motion to dismiss and denied McCall's motion for reconsideration, but issued a certificate of immediate review. We granted McCall's application for interlocutory appeal, and for reasons that follow, we reverse.

On appeal, we review a trial court's order dismissing a claim for lack of personal jurisdiction de novo, construing all facts "in favor of the party asserting personal jurisdiction." *Kolb v. Daruda*, 350 Ga. App. 642 (829 SE2d 881) (2019). So viewed, McCall's complaint alleges that on April 24, 2016, he was a passenger in a vehicle that was equipped with a rear tire designed, manufactured, and sold by Cooper Tire. As the vehicle was traveling on a Florida roadway, the tire tread "suddenly failed and separated from the remainder of the tire." The driver lost control of the vehicle, which left the roadway and rolled over until it came to rest in a nearby wooded area. McCall sustained severe injuries in the crash.

Following the collision, McCall sued Cooper Tire for negligence, strict product liability, and punitive damages. He also asserted claims against the driver, a Georgia resident, and the Georgia car dealership that sold the vehicle to the driver. Cooper Tire answered the complaint, raising numerous defenses, including lack of personal jurisdiction. It also filed a motion to dismiss, arguing that as a non-resident corporate defendant with only minimal contacts in Georgia, it is not subject to personal jurisdiction in this state. An accompanying affidavit from Cooper Tire's corporate counsel established that Cooper Tire is incorporated in Delaware and maintains its principal place of business in Ohio.

McCall responded that Cooper Tire is a resident of Georgia—and thus subject to personal jurisdiction here—because it is authorized to transact business in the state. In its reply, Cooper Tire did not dispute that it has been authorized to transact business in Georgia at all times relevant to this suit. It argued, however,

that such circumstances do not make it a Georgia resident for jurisdictional purposes. The trial court agreed and granted Cooper Tire's motion to dismiss. This appeal followed.

Personal jurisdiction "is the power of a court to render a personal judgment, or to subject the parties in a particular case to the decisions and rulings made by it in such a case." *YP, LLC v. Ristich*, 341 Ga. App. 381 (1) (801 SE2d 80) (2017) (citation and punctuation omitted). Georgia residents are, without question, subject to personal jurisdiction in this state. See *Watts v. Allstate Ins. Co.*, 214 Ga. App. 462, 463 (448 SE2d 55) (1994). In certain circumstances, our courts may also exercise personal jurisdiction over nonresidents pursuant to Georgia's long arm statute. See OCGA § 9-10-91 (defining "[g]rounds for exercise of personal jurisdiction over nonresident"). We need not consider long arm jurisdiction in this case, however, because binding precedent establishes that Cooper Tire is a resident corporation subject to suit in Georgia.

The long arm statute defines a "nonresident" as, inter alia, "a corporation which is not organized or existing under the laws of this state and is not authorized to do or transact business in this state at the time a claim or cause of action . . . arises." OCGA § 9-10-90. Construing this definition, our Supreme Court determined in *Allstate Ins. Co. v. Klein*, 262 Ga. 599, 601 (422 SE2d 863) (1992), that a foreign corporation "authorized to do or transact business in this state at the time a claim arises is a 'resident' for purposes of personal jurisdiction over that corporation in an action filed in the courts of this state." (citations and punctuation omitted). In other words, a foreign corporation that is authorized to transact business in

Georgia "may sue or be sued to the same extent as a domestic corporation." Id.

Seeking to avoid *Klein*, Cooper Tire argues that our Supreme Court's jurisdictional analysis conflicts with and has been implicitly overruled by several decisions from the United States Supreme Court. It further claims that *Klein* misinterpreted the long arm statute and Georgia's corporate registration requirements. As we recently noted, however, "[w]hen the Supreme Court [of Georgia] has addressed an issue in clear terms, this court is not at liberty to decline to follow the established rule of law." *Ward v. Marriott Intl.*, 352 Ga. App. 488, 493 (2) (a) (835 SE2d 322) (2019) (citations and punctuation omitted).

We cannot ignore or alter *Klein*, which explicitly holds that a foreign corporation authorized to do business in this state is a Georgia resident for jurisdictional purposes.[1] See *Klein*, supra; see also

---

[1] On appeal, Cooper Tire urges us to find that *Klein*'s analysis violates the Due Process Clause and the Commerce Clause of the United States Constitution. When we originally reviewed this case at the interlocutory application stage, we transferred the matter to the Georgia Supreme Court because it appeared to fall within that Court's exclusive appellate jurisdiction "over all cases involving construction of the Constitution of the State of Georgia and of the United States and all cases in which the constitutionality of a law, ordinance, or constitutional provision has been called into question." *Atlanta Independent School System v. Lane*, 266 Ga. 657 (1) (469 SE2d 22) (1996). The Supreme Court rejected the transfer, returning the case to this Court after concluding that Cooper Tire had not raised a distinct constitutional challenge in the trial court. It further stated: "[W]here [the Supreme Court of Georgia's] prior precedents answer the substantive constitutional question presented by an appeal, jurisdiction is in the Court of Appeals." We take this admonition to mean that, in the Supreme Court's

Ward, supra at 494 (2) (a) ("[E]xisting Georgia law leads us to conclude that Marriott[,] [a foreign corporation registered and authorized to do business in Georgia,] is a resident defendant corporation for . . . personal jurisdiction purposes."). Accordingly, because Cooper Tire is a resident corporation subject to personal jurisdiction in this state, the trial court erred in granting the motion to dismiss. See *Klein*, supra; *Ward*, supra.

Judgment reversed. Miller, P. J., and Reese, J., concur.

---

view, *Klein* addressed and resolved the issues raised by Cooper Tire in this appeal. To the extent Cooper Tire challenges that view, it presents a question for the Supreme Court. See *Ward*, supra at 493 (2) (a) ("[A]s an intermediate appellate court, we are bound by Georgia statutes and Supreme Court of Georgia decisions.").

APPENDIX C

IN THE STATE COURT OF GWINNETT COUNTY
STATE OF GEORGIA

TYRANCE MCCALL, Plaintiff(s), v. COOPER TIRE & RUBBER COMPANY, et al., Defendant(s).	)))))))))	CIVIL ACTION FILE NUMBER 18-C-02598-S2 FILED IN OFFICE CLERK STATE COURT GWINNETT COUNTY, GA 2018 DEC 21 AM 11:53 RICHARD ALEXANDER, CLERK

ORDER GRANTING SPECIALLY-APPEARING DEFENDANT COOPER TIRE & RUBBER COMPANY'S MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION

Defendant Cooper Tire & Rubber Company's Special Appearance Motion to Dismiss for Lack of Personal Jurisdiction having been heard, after considering the motion, Plaintiffs' response thereto, the arguments of counsel, all matters of record, and the applicable and controlling law, the Court finds as follows.

Defendant Cooper Tire & Rubber Company ("Cooper") showed that it is not at home in Georgia, for the purposes of general personal jurisdiction. *See BNSF Ry. Co. v. Tyrrell*, 137 S. Ct. 1549 (2017). Cooper showed that no nexus exists between its activities in Georgia and Plaintiff's claims against it, for the purposes of specific personal jurisdiction. *Id.*

Accordingly, Cooper met its burden of proving that this Court lacks personal jurisdiction over it. See *generally*, *Amerireach.com, LLC v. Walker*, 290 Ga. 261 (2011) (concerning the burden of proof).

The Court sees no reason to allow Plaintiff additional discovery on this issue, because Cooper did not object to Plaintiff's use of unauthenticated documents downloaded from the internet, to attempt to establish jurisdiction. *See Atlantis Hydroponics, Inc. v. Int'l Growers Supply, Inc.*, 915 F. Supp. 2d 1365, 1380 (N.D. Ga. 2013) (where the court held that "[t]he purpose of jurisdictional discovery is to ascertain the truth of the allegations or facts underlying the assertion of personal jurisdiction, [and] is not a vehicle for a "fishing expedition' in hopes that discovery will sustain the exercise of personal jurisdiction"). *See generally, WellStar Health Systems v. Kemp*, 324 Ga. App. 629 (2013) (where the court reiterated the rule that "[b]ecause Georgia's Civil Practice Act is modeled on the Federal Rules of Civil Procedure, decisions of the federal courts interpreting the federal rules are persuasive authority").

In the event that Plaintiff discovers any heretofore unknown information that would establish this Court's personal jurisdiction over Cooper, then Plaintiffs may submit that information in support of a motion for reconsideration of this Order. *See Behar v. Aero Med Intl., Inc.*, 185 Ga. App. 845 (1988) (where the court held that "[a] motion to dismiss for lack of personal jurisdiction is a motion in abatement and not a motion in bar").

WHEREFORE, Defendant Cooper Tire & Rubber Company's Special Appearance Motion to Dismiss for Lack of Personal Jurisdiction is hereby GRANTED

SO ORDERED, this 7 day of December, 2018.

Shawn F. Bratton, Judge
State Court of Gwinnett County

cc:
ARNDT, PATRICK N, Bar Number: 139033
CONLEY, CALE H, Bar Number: 181080
FARROW, SCOTT A, Bar Number: 256019
HORELICK, DOUGLAS E, Bar Number: FL145335
NEUHAUSER, GEORGE R, Bar Number: 539025
OWENS, WILLIAM K, JR, Bar Number: 777434
RUBEN, ERIC D, Bar Number: FL57006
SCOTT, NEAL C, Bar Number: 632180

APPENDIX D

IN THE STATE COURT OF GWINNETT COUNTY
STATE OF GEORGIA

TYRANCE MCCALL, Plaintiff, vs. COOPER TIRE & RUBBER COMPANY, et. al., Defendants.	Case number: 18C-2598-2

ORDER DENYING PLAINTIFF'S
MOTION FOR RECONSIDERATION

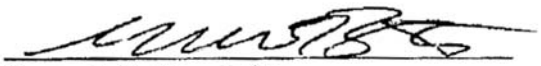
Plaintiff's Motion for Reconsideration having been read, after considering the motion, Defendant Cooper Tire & Rubber Company's response thereto, all matters of record, and the applicable and controlling law, the Court finds as follows.

For the reasons set forth in Cooper Tire & Rubber Company's ("Cooper's") response to the Plaintiff's motion, the Court sees no reason to modify or abrogate its order dismissing Cooper for lack of personal jurisdiction. *See Bristol-Myers Squibb Co. v. Superior Court of California, San Francisco Cty.*, 137 S.Ct. 1773 (2017); *BNSF Ry. Co. v. Tyrrell*, 137 S. Ct. 1549 (2017). *See also* GA CONST Art. 1, §2, ¶V ("Legislative acts in violation of this Constitution or the Constitution of the United States are void, and the judiciary shall so

declare them."); *Carpenter v. McMann*, 304 Ga. 209 (2019) (where the court reiterated the rule that, "if a statutory rule contradicts a constitutional rule, then the constitutional rule prevails"); *Owens v. Hill*, 295 Ga. 302, 315, 758 S. E. 2d 794, 804 (2014) (where the Court noted that "constitutional provisions take supremacy over legislative enactments when the two are in irreconcilable conflict and that the judiciary has an independent, constitutionally-mandated role to ensure that the constitution is enforced when it is in conflict with a legislative enactment").

WHEREFORE, Plaintiffs Motion for Reconsideration is hereby DENIED.

SO ORDERED, this 12 day of March, 2019.



Shawn F. Bratton, Judge
State Court of Gwinnett County

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CONLEY, CALE H., Bar Number 181080
FARROW, SCOTT A., Bar Number 256019
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NEUHAUSER, GEORGE R., Bar Number 539025
OWENS, WILLIAM K, JR., Bar Number 777434
RUBEN, ERIC D., Bar Number FL57006
SCOTT, NEAL C., Bar Number 632180

APPENDIX E

IN THE STATE COURT OF GWINNETT COUNTY
STATE OF GEORGIA

TYRANCE McCALL, Plaintiff, v. COOPER TIRE & RUBBER COMPANY, PARS CAR SALES INC., and KARLA. GOULD, Defendants.	CIVIL ACTION FILE NO. 18-C-02598-2

FIRST AMENDED COMPLAINT FOR DAMAGES AND DEMAND FOR JURY TRIAL

COMES NOW Plaintiff TYRANCE MCCALL, pursuant to O.C.G.A. § 9-11-15(a) and files this First Amended Complaint for Damages and Demand for Jury Trial against Defendants COOPER TIRE & RUBBER COMPANY, PARS CAR SALES INC., and KARLA GOULD, by striking Paragraphs 1–57 and the wherefore clauses of his original Complaint and substituting in lieu thereof the following:

I. PARTIES, JURISDICTION, VENUE AND SERVICE OF PROCESS

1.

Plaintiff Tyrance McCall is a citizen and resident of Florida and by bringing this action subjects himself to the jurisdiction and venue of this Court.

2.

Defendant Cooper Tire & Rubber Company ("Cooper Tire") is a foreign entity with its principal place of business in Findlay, Ohio. On April 24, 2016, at the time Plaintiff McCall's cause of action arose as set forth in this First Amended Complaint, Cooper Tire was authorized to do or transact business in the State of Georgia and has remained so authorized at all times pertinent to this First Amended Complaint. Cooper Tire, therefore, is a "resident" of the State of Georgia for the purposes of personal jurisdiction over it in this action pursuant to O.C.G.A. §§ 9-10-90, 9-10-91, and other applicable authority.

3.

At all times pertinent to this First Amended Complaint, Defendant Cooper Tire was and is engaged in designing, manufacturing, testing, inspecting, marketing, and/or selling tires for motor vehicles, including in particular the Dakota H/T Definity M+S brand P265/70R17 passenger tire which failed and was a proximate cause of the incident giving rise to this First Amended Complaint. If Cooper Tire is not a "resident" of the State of Georgia as alleged in the previous paragraph, then Plaintiff alleges, in the alternative, that this Court has personal jurisdiction over Defendant Cooper Tire because of its systematic and continuous contacts with this State, as well as its maintenance of a registered agent for service of process in this State. Defendant Cooper Tire's registered agent in Georgia is Robert A. Clay, 3029 New York Road, Desoto, Lee County, Georgia 31743. Venue is proper in this Court as to this First Amended Complaint against Defendant Cooper Tire because it

is a joint tortfeasor with another defendant in this action who is a resident of Gwinnett County.

4.

Defendant Pars Car Sales Inc. ("Pars Car Sales") is a Georgia corporation with its principal office address located at 105 South Smead Court, Roswell, Fulton County, Georgia 30076. Upon information and belief, Pars Car Sales is in the business of selling, evaluating, servicing, maintaining, replacing, and/or repairing automobiles and automobile components, including the subject vehicle, described further herein. This Court has personal jurisdiction over Defendant Pars Car Sales because it is a Georgia corporation and maintains a registered agent for service of process in this State. Defendant Pars Car Sales's registered agent is G. Watson Bryant, Jr., 3127 Maple Drive, NE, Atlanta, Fulton County, Georgia 30305. Venue is proper in this Court as to this First Amended Complaint against Defendant Pars Car Sales because it is a joint tortfeasor with another defendant in this action who is a resident of Gwinnett County.

5.

Defendant Karla Gould is an adult citizen and resident of the State of Georgia who, upon information and belief, presently resides at 1470 Boggs Road, Apt. 205, Duluth, Gwinnett County, Georgia, 30096. Jurisdiction is proper over Defendant Karla Gould because she is a resident of Gwinnett County, Georgia. Venue is proper over Defendant Karla Gould in this Court because she is a resident of this County.

6.

The subject incident occurred in Florida, but this action has been properly filed in Georgia. Accordingly,

the procedural law of Georgia will apply. However, Plaintiff understands that the Court may ultimately apply the substantive law of Florida, where the incident occurred, to some of the claims alleged herein, except to the extent the law of Florida may contravene the public policy of the State of Georgia or Georgia substantive law may otherwise be deemed to apply, pursuant to the doctrine of *lex loci delicti*. Given that choice of law and application of law will ultimately be the decision of the Court, however, Plaintiff simply wishes to make it clear in his First Amended Complaint that he is pleading these claims under both the law of Georgia, to the extent Georgia law is ultimately determined applicable by the Court, and under the law of Florida, to the extent that Florida law is ultimately determined applicable by the Court.

7.

Based upon current information and belief, but without the benefit of fact discovery that is to be conducted, and pleading in the alternative as permitted by O.C.G.A. § 9-11-8, Plaintiff contends that the named Defendants concurrently caused and/or contributed to the damages alleged herein. Plaintiff reserves the right to dismiss any presently named Defendant from this lawsuit if discovery reveals that any named Defendant is not at fault after further facts are shown.

II. OPERATIVE FACTS

8.

On April 24, 2016, at approximately 3:07 p.m., Defendant Karla Gould was the driver and owner of a 2003 Ford Expedition sport utility vehicle (sometimes referred to herein as the "subject vehicle") that was

traveling northbound on State Road 91 in Osceola County, Florida. Plaintiff Tyrance McCall was the front seat passenger in the vehicle.

9.

The driver's side rear tire on the Ford Expedition at the above-described time and place was a Dakota H/T Definity M+S brand P265/70R17 passenger tire, bearing DOT number UTT6PA74612 ("the subject tire"), which tire was designed, manufactured, inspected, marketed, and/or sold for profit and placed into the stream of commerce by Defendant Cooper Tire. Based upon that DOT code, the subject tire was manufactured by Defendant Cooper Tire at its Texarkana, Arkansas, tire plant in the forty-sixth week of 2012.

10.

Upon information and belief, the subject tire had not been substantially modified from its initially designed and manufactured condition at the time of the subject incident.

11.

The subject vehicle (including but not limited to the subject tire and other tires on the vehicle) had been purchased by Defendant Gould from Defendant Pars Car Sales' Duluth location on or about March 11, 2016, approximately six weeks before the subject incident giving rise to this lawsuit, at which time Pars Car Sales made affirmative representations that the subject vehicle and the subject tire were either inspected, serviced, maintained, repaired or otherwise evaluated.

12.

Upon information and belief, Defendant Pars Car Sales allowed the subject vehicle and its tires, including the subject tire, to leave its premises on or around March 11, 2016, in substantially the same condition the subject vehicle and its tires were in at the time of the subject incident.

13.

As the subject Ford Expedition traveled northbound on State Road 91 on April 24, 2016, the tread of the subject tire suddenly failed and separated from the remainder of the tire. This sudden and unexpected tire failure of the subject tire, which was negligently and/or defectively designed and/or manufactured by Cooper Tire, set in motion a chain of events which were a proximate cause of personal injury and damages to Plaintiff Tyrance McCall.

14.

The subject Ford Expedition went out of control following the unexpected failure of the subject tire, lost directional stability, began turning in an easterly direction and soon left the paved roadway, and began to roll over and continued to roll over until it came to rest near a wooded area adjacent to State Highway 91.

15.

As a direct and proximate cause of Defendants' concurrent negligence, as described further below, and the resultant subject motor vehicle collision, Tyrance McCall sustained severe and painful injuries and damages to his body and mind, including the following: open book pelvis fracture; an extraperitoneal bladder rupture; fractures of the L2,

L3, and L4 vertebras; disc bulges at C3-C4, C5-C6, and C7-T1; a concussion/closed head injury; as well as a myriad of other debilitating personal injuries which resulted in severe physical and/or mental pain and suffering to Tyrance McCall, and for which Plaintiff Tyrance McCall incurred substantial medical bills.

16.

Defendant Cooper Tire is liable to Plaintiff Tyrance McCall for the design and/or manufacturing defects in the subject tire, which caused the tread of the subject tire to suddenly fail and separate from the remainder of the tire.

17.

Defendant Pars Car Sales is liable to Plaintiff Tyrance McCall for its negligent inspection of the subject vehicle and subject tire and/or failing to warn of the defects in the subject tire of which it had knowledge, or in the exercise of reasonable care, should have had knowledge.

18.

Defendant Karla Gould was negligent in failing to control her vehicle, with the percentage of fault she bears for Plaintiff's damages to be determined, along with that of the other Defendants, by a jury after consideration of all evidence.

19.

Plaintiff Tyrance McCall committed no act or omission which led in any way to the injuries or damages claimed herein and bears no fault whatsoever for the events leading to his injuries and damages.

20.

Defendants are joint tortfeasors (with their portion of fault to be determined by the jury) for Tyrance McCall's injuries, pain, suffering, and other damages proximately caused by Defendants' tortious acts, omissions, and other misconduct, in an amount to be determined by the enlightened conscience of the jury but in any event in excess of the jurisdictional limit necessary to confer jurisdiction in this court.

III. SPECIFIC COUNTS

COUNT I

Strict Product Liability – Defendant Cooper Tire

21.

Plaintiff hereby incorporates by reference all preceding paragraphs.

22.

As a designer and manufacturer and seller of products into the stream of commerce, Defendant Cooper Tire is strictly liable for manufacturing and/or design defects in its products that fail and proximately cause injury.

23.

Defendant Cooper Tire designed, manufactured, and distributed into the stream of commerce the subject Dakota H/T Definity M+S brand P265/70R17 passenger tire, bearing DOT number UTT6PA74612, which failed in the subject incident.

24.

The subject Dakota H/T Definity M+S brand tire, DOT # UTT6PA74612, involved in the wreck at issue

in this case had manufacturing and/or design defects as designed, manufactured and sold into the stream of commerce by Defendant Cooper Tire and, to Plaintiff's knowledge and belief, had not been substantially modified prior to the subject incident from its condition as originally designed and manufactured by Cooper Tire.

25.

From a manufacturing standpoint, the subject tire was defective as manufactured because it was unreasonably dangerous and not suited for its intended use in that it was prone to failure and tread belt separation during the foreseeable and intended use of driving on the highway.

26.

From a design standpoint, the subject tire was defective because the risks of the chosen design of the tire outweighed the utility of the chosen design, particularly in light of alternative and feasible safer designs available and which were known or should have been known to Cooper Tire.

27.

From a design standpoint, the subject tire was defective because the design renders the subject tire unreasonably dangerous.

28.

The subject tire was defective when sold and distributed by Cooper Tire because of design and manufacturing defects that caused the tire to suddenly fail, including one or more of, but not limited to, the following:

(a) The subject tire was defectively manufactured in that it lacked proper curing and/or adhesion of the steel belts to surrounding material resulting in tread belt separation and catastrophic failure during normal and foreseeable use; and/or

(b) The subject tire was manufactured by Cooper Tire without adequate quality control measures and inappropriate manufacturing procedures, processes and conditions, which inadequacies resulted in defects in the ultimate assembly of components in the tire; these inappropriate quality control measures and inappropriate manufacturing practices, procedures and conditions contributed to the in-service failure and tread belt separation of the subject tire; and/or

(c) The subject tire was defectively designed in that Cooper Tire failed to incorporate a belt wedge or belt edge wedge, or incorporated an insufficient belt wedge or belt edge wedge, when the inclusion of a sufficient belt wedge or belt edge wedge was economically and technologically feasible and would have substantially reduced or eliminated the risk of tire tread separation and the foreseeable dangers and hazards to consumers resulting therefrom.

29.

The design and/or manufacturing defects in the subject tire described above, individually and/or in combination with the tortious acts or omissions of the other Defendants identified herein, proximately resulted in serious and permanent injuries and

damages, both economic and non-economic, to Plaintiff.

30.

Cooper Tire is strictly liable for all injuries and damages sustained by Plaintiff that are recoverable under the applicable law, in a total amount to be determined by the enlightened conscience of the jury based upon the evidence at trial, and substantially greater than the jurisdictional minimum necessary to confer jurisdiction upon this Court.

COUNT II

Negligence – Defendant Cooper Tire

31.

Plaintiff hereby incorporates by reference all preceding paragraphs.

32.

At all material times, as a designer, manufacturer, inspector, tester and distributor of tires, Defendant Cooper Tire had legal duties to Plaintiff and the public in general to exercise reasonable care in all aspects of the design, manufacture, inspection, testing, quality assurance, quality control, provision of adequate warnings, marketing, advertising, distribution, and sale of the subject Dakota H/T Definity M+S brand tire so as to make the subject tire a reasonably safe product in foreseeable uses.

33.

The use of the subject tire at the time of the subject incident to travel down a public highway was a foreseeable, intended and reasonable use of the subject tire, and it was foreseeable to Cooper Tire that if the subject tire failed and separated, a loss of control could

occur and harm and grievous injuries could result to users or occupants of the vehicle on which such tire was equipped.

34.

Defendant Cooper Tire failed to exercise ordinary care and breached its duties of care in design, manufacture, inspection, testing, quality assurance, quality control, provision of adequate warnings, marketing, advertising, distribution, and/or sale of the subject tire into the stream of commerce in that Cooper Tire knew or should have known that the product was unsafe and/or defective in foreseeable and intended uses of the product.

35.

Defendant Cooper Tire was negligent in the design, manufacture, inspection, testing, quality assurance, quality control, provision of adequate warnings, marketing, advertising, distribution, and sale of the subject tire in one or more of the following ways:

(a) Failing to use due care in the design and/or manufacture of the subject tire so as to avoid and/or minimize risks to Plaintiff when such product was being used for its intended purpose; and/or

(b) Failing to provide to the user, retail sellers, dealers and/or the consumer public proper and adequate warnings regarding the design, manufacture, usage and durability of the subject tire, including but not limited to warnings regarding use of the product; and/or

(c) Manufacturing the subject tire in such a way and utilizing such processes and procedures,

and in such plant conditions during the manufacturing process, that the tire had insufficient bonding or adhesion between its internal components such that the tread separated under foreseeable and anticipated forces and conditions and contributed to a loss of vehicle directional stability, such as occurred in this incident, when the tread should not have separated from the tire had proper manufacturing processes, procedures and conditions been utilized; and/or

(d) Manufacturing the subject tire in such a way and with such processes, procedures, specifications, practices, and/or improper plant conditions that it was unfit and unsafe for its intended use; and/or

(e) Designing the subject tire in such a way that the tread would separate under foreseeable and anticipated forces and conditions and contribute to a loss of vehicle directional stability, such as occurred in this incident, when the tread should not have separated from the tire; and/or

(f) Failing to implement safer, technologically feasible, and economically practical manufacturing and/or design alternatives or processes for the subject tire, including but not limited to sufficient belt edge wedges, overlays, cap plies, or other similar design mechanisms; and/or

(g) Failing to exercise reasonable and due care in the inspection, testing, quality control or evaluation processes which were or should have

been implemented for the subject tire and other such tires designed and manufactured along with the subject tire such that defects and problems within the subject tire occurred.

36.

One or more of the negligent acts and/or omissions of Defendant Cooper Tire as described above were a proximate cause of serious and permanent injuries and damages, both economic and non-economic, to Plaintiff, for which Cooper Tire is liable in an amount well in excess of the jurisdictional minimums of this Court, with such amount of damages ultimately to be determined by the enlightened conscience of the jury upon the evidence presented at trial.

37.

Defendant Cooper Tire is liable to Plaintiff, along with the other defendants, for its negligent acts and/or omissions described above which proximately resulted in serious and permanent injuries to Plaintiff.

COUNT III

Negligence – Pars Car Sales Inc.

38.

Plaintiff hereby incorporates by reference all preceding paragraphs.

39.

Defendant Pars Car Sales is a used car dealership with three locations in Morrow, Georgia, and locations in College Park and Duluth, Georgia. At all times pertinent to this First Amended Complaint, Defendant Pars Car Sales was engaged in the business of selling vehicles directly to the public and servicing, inspecting, maintaining and/or repairing vehicles and

tires. Defendants Pars Car Sales holds itself out to the general public as a provider of those services. Indeed, Defendant Pars Car Sales sold the subject Ford Expedition to Defendant Gould at the Duluth location on or about March 11, 2016, approximately six weeks before the subject incident occurred.

40.

At the time the subject Ford Expedition was sold, Defendant Pars Car Sales represented to the public at http://www.parssaysyes.com, "We stand behind the vehicles that we have on our lot. We want you to have the best options available, and we take the time to give every vehicle an in-depth inspection before it ever gets a price tag. This isn't your typical used car dealership. We want you to drive off our lot in the best vehicle possible."

41.

Upon information and belief, employee(s) and/or agent(s) of Defendant Pars Car Sales made additional representations to Defendant Gould regarding the condition, safety, quality, and fitness for use of the subject Ford Expedition and the subject tire.

42.

Defendant Gould reasonably relied on the representations made by Defendant Pars Car Sales and its employees and/or agent(s) regarding the condition, safety, quality, and fitness for use of the subject Ford Expedition and the subject tire and reasonably believed that Pars Car Sales conducted an inspection of the subject tire.

43.

As a seller of vehicles directly to the public that made affirmative representations to the consumer about the condition, quality, safety, and/or fitness for use of the subject Ford Expedition and the subject tire, Defendant Pars Car Sales had, assumed, and/or undertook, a duty to non-negligently inspect the vehicle for dangerous conditions, and inform or warn such consumers of foreseeable dangers from a foreseeable use of the products, and not affirmatively mislead the consumer and the public about the quality and safety of the product.

44.

As a seller of vehicles directly to the public that voluntarily undertook to provide services to others, including inspection of the vehicles it sold, it thereby assumed a duty to act carefully and not to put others at an undue risk of harm.

45.

Defendant Pars Car Sales breached the duties it had, and/or assumed or undertook, by (a) negligently inspecting the subject Ford Expedition about which it made affirmative representations to the consumer and the public, and/or (b) negligently failing to warn or inform the consumer and foreseeable users of the subject vehicle of the dangers or deficiencies of the product, and subject tire in particular, of which Defendant Car Par Sales had knowledge of, or with the exercise of reasonable care should have discovered.

46.

As a proximate cause of the negligence of Pars Car Sales, which was concurrent to and joint with the

negligence and other tortious acts and omissions of the other named Defendants, Plaintiff suffered severe and permanent injuries in an amount to be determined by the enlightened conscience of the jury based upon the evidence adduced at trial, but in any event in excess of the jurisdictional limit necessary to confer jurisdiction in this Court.

47.

Plaintiff will rely upon the jury, based upon the evidence developed in discovery and presented at trial, to determine the relative fault and responsibility of and between the Defendants for his injuries and damages.

COUNT IV

Negligence – Defendant Karla Gould

48.

Plaintiff incorporates by reference all preceding paragraphs.

49.

As the driver of the subject vehicle at the time of the subject incident, Defendant Karla Gould owed duties of care to passengers and occupants of the subject Ford Expedition, including Plaintiff, to operate the vehicle in a reasonably safe and prudent manner at all times.

50.

Defendant Karla Gould breached her duties of care by failing to maintain proper control of the subject vehicle after the failure of the subject tire.

51.

Defendant Gould's operation of the vehicle may have been or was a proximate cause of the crash.

52.

In short, Plaintiff claims and alleges herein that Defendant Karla Gould was negligent in her driving and may be deemed by the jury to be liable in some amount or percentage for the subject wreck itself, but that Defendant Cooper Tire is liable for the subject tire's defects. As such, this is a case of concurrent negligence between joint tortfeasors, and it will be up to the jury to assess relative faults between the joint tortfeasors based upon the evidence at trial.

COUNT V

Punitive Damages – Defendant Cooper Tire

53.

Plaintiff hereby incorporates by reference all preceding paragraphs.

54.

Based upon the information known to Defendant Cooper Tire, or information that could and should have been known to Cooper Tire had it exercised any level of care and diligence, Cooper Tire had (a) actual or constructive knowledge that the processes, procedures and conditions under which the subject tire was manufactured in Texarkana, Arkansas in the 46th week of 2012, and which Cooper Tire not only allowed but fostered, were dangerous, risky, and certain to lead to tires that were unsafe and dangerous on the roadway, and/or (b) had actual or constructive knowledge that the processes, components and materials used in the subject tire were insufficient to produce a properly bonded and roadworthy tire and that grievous harm could result from the use of those tires by the general public; and/or (c) had actual

knowledge that the inclusion of other alternative design components, including but not limited to a belt wedge, would substantially reduce the risk of danger to purchasers and users of its products, but chose not to implement same on this tire.

55.

By not acting to protect the safety of consumers and placing profit ahead of safety despite its actual knowledge of dangers from the subject tire and the processes that went into making it, designing it and distributing it, Cooper Tire acted with conscious indifference and that entire want of care such that punitive or exemplary damages should be awarded against it. The conduct of Defendant Cooper Tire set forth above and to be further proven in discovery by clear and convincing evidence, demonstrates willful misconduct, malice, fraud, wantonness, oppression and/or that entire want of care which would raise the presumption of a conscious indifference to consequences such that punitive damages are necessary to deter Cooper Tire from repeating or continuing such unlawful and dangerous conduct in the future.

56.

To the extent the Court deems that Florida law applies, Plaintiff alternatively contends, pursuant to O.C.G.A. § 9-11-8, that Cooper Tire's misconduct, as described above, and to be proven by clear and convincing evidence, was intentional, such that Cooper Tire had actual knowledge of the wrongfulness of the conduct and the high probability of injury to those exposed to its defective tire, including Plaintiff Tyrance McCall, and despite that knowledge,

intentionally pursued that course of conduct. Cooper Tire's misconduct, as described above, and to be proven by clear and convincing evidence, also constitutes gross negligence and was so reckless and wanton that it constituted a conscious disregard to the life, safety, or rights of those exposed to its defective tire, including Plaintiff Tyrance McCall.

IV. DAMAGES CLAIMED BY PLAINTIFF

57.

Plaintiff hereby incorporates by reference all preceding paragraphs.

58.

Plaintiff claims all damages that are recoverable under Georgia and/or Florida law, whichever is ultimately applied by the Court under choice of law principles, in a total amount to be determined by the enlightened conscience of the jury based upon the evidence at trial, but in an amount greatly exceeding this Court's jurisdictional minimum, as follows:

(a) Plaintiff asserts this action for all components of the mental and physical pain and suffering endured by him in the moments before the incident, during the incident, and following the incident;

(b) Plaintiff seeks recovery for all past economic losses incurred for his medical care, treatment or expenses proximately flowing from, substantially caused by, or resulting from the subject collision, as to be shown more fully by the evidence at trial;

(c) Plaintiff seeks recovery of all lost wages, diminution in earning capacity, and diminished capacity to work; and

(d) Plaintiff seeks punitive damages against Cooper Tire in an amount to be determined by the enlightened conscience of the jury based upon the evidence at trial, and in an amount sufficient to punish Cooper Tire and deter it from similar future misconduct within this State.

PRAYER FOR RELIEF

Plaintiff prays for the following relief:

(a) That this Court order the Defendants to answer this First Amended Complaint;

(b) That Plaintiff recover any and all damages allowed under the applicable law from Defendants, in an amount to be determined by the enlightened conscience of the jury based upon the evidence at trial;

(c) That Plaintiff have a trial by jury;

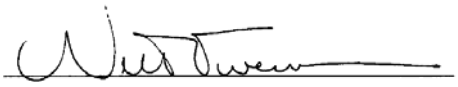
(d) That all costs be taxed against Defendants; and

(e) For such other and further relief as is just and appropriate.

A TRIAL BY JURY IS HEREBY DEMANDED.

This 5th day of October, 2018.

Conley Griggs Partin LLP



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ATTORNEYS FOR PLAINTIFF

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing **FIRST AMENDED COMPLAINT FOR DAMAGES AND DEMAND FOR JURY TRIAL** upon all other parties to this action by statutory electronic mail, addressed to their counsel of record as follows:

George R. Neuhauser, Esq.
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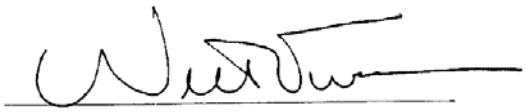
and by depositing said copy in the United States Mail, in an envelope with sufficient postage affixed thereto to ensure delivery, to:

Karla Gould
1470 Boggs Road
Apt. 205
Duluth, GA 30096

This 5th day of October, 2018.

CONLEY GRIGGS PARTIN LLP



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APPENDIX F

Ga. Code Ann. § 14-2-1501
Authority to transact business required

(a) A foreign corporation may not transact business in this state until it obtains a certificate of authority from the Secretary of State.

(b) The following activities, among others, do not constitute transacting business within the meaning of subsection (a) of this Code section:

(1) Maintaining or defending any action or any administrative or arbitration proceeding or effecting the settlement thereof or the settlement of claims or disputes;

(2) Holding meetings of its directors or shareholders or carrying on other activities concerning its internal affairs;

(3) Maintaining bank accounts, share accounts in savings and loan associations, custodian or agency arrangements with a bank or trust company, or stock or bond brokerage accounts;

(4) Maintaining offices or agencies for the transfer, exchange, and registration of its securities or appointing and maintaining trustees or depositories with respect to its securities;

(5) Effecting sales through independent contractors;

(6) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where the orders require acceptance outside this state

before becoming binding contracts and where the contracts do not involve any local performance other than delivery and installation;

(7) Making loans or creating or acquiring evidences of debt, mortgages, or liens on real or personal property, or recording same;

(8) Securing or collecting debts or enforcing any rights in property securing the same;

(9) Owning, without more, real or personal property;

(10) Conducting an isolated transaction not in the course of a number of repeated transactions of a like nature;

(11) Effecting transactions in interstate or foreign commerce;

(12) Serving as trustee, executor, administrator, or guardian, or in like fiduciary capacity, where permitted so to serve by the laws of this state;

(13) Owning (directly or indirectly) an interest in or controlling (directly or indirectly) another entity organized under the laws of, or transacting business within, this state; or

(14) Serving as a manager of a limited liability company organized under the laws of, or transacting business within, this state.

(c) The list of activities in subsection (b) of this Code section is not exhaustive.

(d) This chapter shall not be deemed to establish a standard for activities which may subject a foreign corporation to taxation or to service of process under any of the laws of this state.

Ga. Code Ann. § 14-2-1505
Effect of certificate of authority

(a) A certificate of authority authorizes the foreign corporation to which it is issued to transact business in this state subject, however, to the right of the state to revoke the certificate as provided in this chapter.

(b) A foreign corporation with a valid certificate of authority has the same but no greater rights under this chapter and has the same but no greater privileges under this chapter as, and except as otherwise provided by this chapter is subject to the same duties, restrictions, penalties, and liabilities now or later imposed on, a domestic corporation of like character.

(c) This chapter does not authorize this state to regulate the organization or internal affairs of a foreign corporation authorized to transact business in this state.

Ga. Code Ann. § 14-2-1507
Registered office and registered agent of foreign corporation

Each foreign corporation authorized to transact business in this state must continuously maintain in this state:

(1) A registered office that may be the same as any of its places of business; and

(2) A registered agent, who may be:

(A) An individual who resides in this state and whose business office is identical with the registered office;

(B) A domestic corporation, nonprofit domestic corporation, or domestic limited liability company whose business office is identical with the registered office; or

(C) A foreign corporation, foreign or nonprofit corporation, or foreign limited liability company authorized to transact business in this state whose business office is identical with the registered office.

Ga. Code Ann. § 9-10-90
"Nonresident" defined

As used in this article, the term "nonresident" includes an individual, or a partnership, association, or other legal or commercial entity (other than a corporation) not residing, domiciled, organized, or existing in this state at the time a claim or cause of action under Code Section 9-10-91 arises, or a corporation which is not organized or existing under the laws of this state and is not authorized to do or transact business in this state at the time a claim or cause of action under Code Section 9-10-91 arises. The term "nonresident" shall also include an individual, or a partnership, association, or other legal or commercial entity (other than a corporation) who, at the time a claim or cause of action arises under Code Section 9-10-91, was residing, domiciled, organized, or existing in this state and subsequently becomes a resident, domiciled, organized, or existing outside of this state as of the date of perfection of service of process as provided by Code Section 9-10-94.

Ga. Code Ann. § 9-10-91
Personal jurisdiction over nonresidents of state

A court of this state may exercise personal jurisdiction over any nonresident or his or her executor or administrator, as to a cause of action arising from any of the acts, omissions, ownership, use, or possession enumerated in this Code section, in the same manner as if he or she were a resident of this state, if in person or through an agent, he or she:

(1) Transacts any business within this state;

(2) Commits a tortious act or omission within this state, except as to a cause of action for defamation of character arising from the act;

(3) Commits a tortious injury in this state caused by an act or omission outside this state if the tort-feasor regularly does or solicits business, or engages in any other persistent course of conduct, or derives substantial revenue from goods used or consumed or services rendered in this state;

(4) Owns, uses, or possesses any real property situated within this state;

(5) With respect to proceedings for divorce, separate maintenance, annulment, or other domestic relations action or with respect to an independent action for support of dependents, maintains a matrimonial domicile in this state at the time of the commencement of this action or if the defendant resided in this state preceding the commencement of the action, whether cohabiting during that time or not. This paragraph shall not change the residency requirement for filing an action for divorce; or

(6) Has been subject to the exercise of jurisdiction of a court of this state which has resulted in an order of alimony, child custody, child support, equitable apportionment of debt, or equitable division of property if the action involves modification of such order and the moving party resides in this state or if the action involves enforcement of such order notwithstanding the domicile of the moving party.