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ELECTRONICALLY FILED
Superior Court of California,
County of San Diego

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Pro Se

Clerk of the Superior Court
By M. Alvarez ,Deputy Clerk

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN DIEGO**

TYLER DAVIS, an individual, and
TOPDEVZ, LLC, a California limited liability
company,

Petitioners,

vs.

ASHKAN RAJAE, an individual, and
TOPDEVZ, LLC, a California limited liability
company,

Respondent.

ASHKAN RAJAE, an individual,

Cross-Petitioner

vs.

TYLER DAVIS, an individual, and
TOPDEVZ, LLC, a California limited liability
company,

Cross-Respondents.

Case No. 37-2022-00026691-CU-PA-CTL

**RESPONDENT ASHKAN RAJAE'S
NOTICE OF MOTION AND MOTION TO
DISQUALIFY D. EDWARD HAYS AND
MARSHACK HAYS WOOD LLP FROM
PURPORTING TO REPRESENT
TOPDEVZ, LLC; MEMORANDUM OF
POINTS AND AUTHORITIES
[IMAGED FILE]**

Date: October 30, 2026

Time: 9:00 am

Judge: Hon. Michael D. Washington

Dept: C-73

Action Filed: July 7, 2022

Trial Date: Not Yet Set

1 **TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:**

2 **YOU ARE HEREBY NOTIFIED** that on October 30, 2026, at 9:00 AM, in Department C-73 of this
3 Court located at 330 West Broadway, San Diego, California 92101, Respondent Ashkan Rajaei ("Rajaei")
4 will and hereby does move this Court for an order pursuant to Cal. Code Civ. Proc. §128, subd. (a)(2), (3),
5 (5) and (8) to:

6 (1) Determine entity authority of TopDevz, LLC ("TopDevz"),

7 (2) Disqualify Marshack Hays Wood LLP ("MHW") and its attorneys from representing TopDevz.

8 This motion is made on the grounds of the internal affairs doctrine, the TopDevz operating agreement,
9 the California Revised Uniform Limited Liability Act, and the declaration of Ashkan Rajaei, the named
10 manager of TopDevz, LLC's May 9, 2017 operating agreement.

11 This Motion is based upon this Notice of Motion, the Memorandum of Points and Authorities attached
12 hereto, the Declaration of Ashkan Rajaei, all pleadings, and documents on file in this action, and such further
13 argument and evidence as may be presented at the hearing.

14
15 Dated: May 4, 2026

Respectfully submitted,

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18 _____
19 Ashkan Rajaei
20 Pro Se
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TABLE OF CONTENTS

TABLE OF CONTENTS	3
TABLE OF AUTHORITIES.....	4
I. Introduction.....	5
II. Relevant Facts	6
A. TopDevz is a manager-managed LLC	6
B. Internal Affairs Governance Cannot Be Supplanted by Courts.....	7
C. Hays has filed merits opposition papers purporting to represent TopDevz.....	8
D. Hays’s claimed TopDevz authority is traced directly to the San Diego judgment and the arbitration ruling it confirmed.....	8
E. Rajaei denies authorizing Davis, Hays, or any Davis-selected counsel to represent TopDevz.....	9
F. The record shows Davis’s own claimed authority to hire counsel for TopDevz was based on Order No. 4	10
III. Argument	10
A. The Court must decide counsel’s authority to represent TopDevz before relying on TopDevz’s purported merits position	10
B. Under <i>Jarvis</i> and Rule 1.13, entity counsel must take direction from the authorized constituent identified by governing law and governing documents.	11
C. Hays cannot bootstrap TopDevz authority from the San Diego judgment while opposing motions that challenge that same judgment as a non-compliant confirmation.	11
D. California RULLCA and the internal affairs doctrine require an entity-authority ruling; they do not allow counsel to presume Davis’s authority	12
E. Unauthorized representation of an entity is precisely the type of procedural defect courts treat as preventing a real contest.....	13
F. Relief should be tailored to the authority issue.....	13
IV. Conclusion	14

TABLE OF AUTHORITIES

Cases

<i>Jarvis v. Jarvis</i> (2019) 33 Cal.App.5th 113	10, 11
<i>Kaiser Foundation Health Plan, Inc. v. Superior Court</i> (2017) 13 Cal.App.5th 1125	11
<i>Kulchar v. Kulchar</i> (1969) 1 Cal.3d 467, 471	13
<i>Richard L. Wendt Revocable Tr. v. Churchill & Co. II</i> , C23-5359 (W.D. Wash. Nov 22, 2024).....	7
<i>Swart Enters., Inc. v. Franchise Tax Bd.</i> , 7 Cal. App.5th 497, 510, 212 Cal. Rptr 3d 670 (Cal.App 2017). 7	

Statutes

Cal. Civ. Proc. Code § 128,	10
Cal. Civ. Proc. Code § 1283.4	passim
Cal. Corp. Code § 17701.10.....	7, 9, 11, 12
Cal. Corp. Code § 17704.07.....	7
Cal. Corp. Code § 17707.03.....	8, 9, 11, 12
Code Civ. Proc., § 128	2

Other Authorities

California Rule of Professional Conduct 1.13	11
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Constitutional Provisions

U.S. Const. amend. XIV	7
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I. INTRODUCTION

Hays cannot use the San Diego judgment as the source of TopDevz's authority to oppose Rajae's motions when he is not capable of producing a vote of the majority of TopDevz's members demonstrating that Rajae's removal has been effectuated under governing and controlling California laws. Before considering any merits argument supposedly made by TopDevz, the Court must decide whether TopDevz has actually appeared through duly authorized counsel in this entire case from the very start.

5

ASHKAN RAJAEI'S MOTION TO DISQUALIFY D. EDWARD HAYS AND MARSHACK HAYS WOOD LLP
FROM PURPORTING TO REPRESENT TOPDEVZ, LLC

1 MHW's claimed TopDevz authority is traceable to Davis's claimed authority. Davis's claimed
2 authority is traceable to documents that, even if they were valid, are simply not capable of supplying the
3 required legal authority under the Supreme Court president and the internal affairs doctrine.

4 Those documents are: 1) Interim arbitration Order No. 4; 2) A May 2023 Final Arbitration Ruling,
5 and; 3) An August 15, 2023, San Diego confirmation judgment confirming the final arbitration ruling.

6 First, even arguendo, the San Diego judgment was entered with valid jurisdiction attaching and
7 ignoring the fraud in the procurement of the judgment; none of the aforementioned documents are capable
8 of supplying the legal authority under the Supreme Court precedent and the internal affairs doctrine to
9 demonstrate Rajae's removal as manager has been effectuated as a matter of law. Even giving the San
10 Diego judgment a valid status with "operative" effect does not help because manager removal requires an
11 act by the admitted members of TopDevz, and the governing laws do not permit any other document,
12 including, for argument's sake, a valid judgment to effectuate the removal and replacement of an LLC's
13 manager.

14 Second, Rajae's vacatur motion attacks the San Diego judgment's ability to supply any such
15 authority because, under California RULLCA and Code of Civil Procedure section 1283.4, the San Diego
16 court lacked subject-matter jurisdiction to confirm a non-compliant arbitration ruling. ROA 176 at 7, ll. 1-
17 11; ROA 176 at 10, ll. 1-28; ROA 176 at 11, ll. 1-18. Therefore, under a valid or invalid San Diego judgment,
18 the result is the same. Without a majority vote of the admitted members of TopDevz, LLC to remove Rajae
19 and a separate vote to appoint Davis, the lawful manager of TopDevz is Rajae.

20 II. RELEVANT FACTS

21 A. TopDevz is a manager-managed LLC

22 TopDevz is a California limited liability company. Its internal affairs, including who can authorize
23 counsel to act for the company, are governed by California law and the operating agreement. It has had only
24 two admitted members: Rajae and Davis.

25 The LLC is governed by a May 2017 operating agreement ("OA") signed by both Appellant and
26 Davis. Appellant is listed as the LLC's manager at ¶2.9 and procedure to effectuate his removal at ¶5.3.
27 ROA 183 at 95 ¶2.9 & 104 ¶5.3. The California Secretary of State lists Appellant as the manager of TopDevz
28 ROA 183 at 123.