

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
CAROLINA COMMONS APARTMENTS, LLC	)	ADMINISTRATIVE ORDER
PROSPEROUS METROPOLIS, LLC	)	
CARLA L GORDON	)	NO. CD – 2012- 0015
	)	
<u>RESPONDENTS</u>	)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. CAROLINA COMMONS APARTMENTS, LLC ("CAROLINA") is a South Carolina Domestic Corporation, formed October 6, 2008, with a business address of c/o Prosperous Metropolis, LLC, 4480 S. Cobb Drive, Suite W, Smyrna, GA 30080. In the Agreement of Limited Partnership CAROLINA is listed as the Partnership.

2. PROSPEROUS METROPOLIS, LLC ("PROSPEROUS") is a Georgia Domestic Corporation, formed July 24, 2006, with a business address of 4480 S. Cobb Drive, Suite W, Smyrna, GA 30080. In the Agreement of Limited Partnership PROSPEROUS is listed as the Partnership's agent for service of process.

3. CARLA L. GORDON ("GORDON") is listed as the Registered Agent and Organizer of PROSPEROUS with a home address of 2220 Austin Lake Drive, SE, Smyrna, GA 30082. In the Agreement of Limited Partnership, GORDON is listed as the General Partner.

STATEMENT OF FACTS

4. In November, 2008, GORDON represented to an Alabama resident that for the investment of \$30,000.00 the investor would receive a return of 5.88% interest. GORDON represented that PROSPEROUS was forming a Limited Partnership in which CAROLINA would be the General Partner and the investors would be Limited Partners. GORDON represented that the invested funds would be used to purchase property.

5. GORDON supplied the Alabama resident with an Agreement of Limited Partnership which represents that the property, CAROLINA, was initially closed on November 28, 2008, with a Master Lease Purchase Agreement. Conflicting what is represented in the Agreement of Limited Partnership, GORDON states in the Master Lease Purchase Agreement that, "until the property is closed with permanent bank financing, the partnership percentage is subject to change." Further investigation into the property records for CAROLINA revealed that as of April 11, 2012, there has been no closing on the property by GORDON or PROSPEROUS.

6. On December 18, 2008, the Alabama resident withdrew \$15,000.00 from a personal checking account and invested with CAROLINA. Because the Alabama resident invested half of the originally requested amount, it was represented by GORDON that the Alabama resident would receive a return of 2.94%. The investor funds were deposited into another GORDON business venture; the account of Source Consulting Group, LLC.

7. On January 13, 2012, a review of the registration files maintained by the Commission revealed that neither CAROLINA, PROSPEROUS nor GORDON are registered as a Securities Dealer, Agent, Investment Advisor or Investment Advisor Representative for securities in the state of Alabama.

8. On January 13, 2012, a review of the registration files of the Alabama Securities Commission indicated no registration of the securities in question, to wit: the

investment contract entitled; an Agreement of Limited Partnership that was issued by GORDON and PROSPEROUS, to the Alabama resident.

CONCLUSIONS OF LAW

9. Section 8-6-2(10) Code of Alabama 1975, lists an investment contract as a security. The Agreement of Limited Partnership offered by the Respondents constitutes an investment contract and therefore is considered a security as defined in the Act.

10. Section 8-6-2(2) Code of Alabama 1975, the definition of "Agent" includes any individual who represents a dealer or issuer in effecting or attempting to effect sales of securities. GORDON acted as an agent of CAROLINA when effecting the sale of securities to wit: the Agreement of Limited Partnership issued by PROSPEROUS.

11. Section 8-6-3(a) Code of Alabama 1975, it is unlawful for any person to transact business in the state as a dealer or agent for securities unless he is registered under the Act. Acting as an Agent of CAROLINA, GORDON solicited and sold Agreements of Limited Partnerships, issued by PROSPEROUS, to Alabama residents without benefit of registration. GORDON made solicitations on behalf of CAROLINA, without being registered as a Security Agent, in violation of the Act.

12. Section 8-6-4, Code of Alabama, 1975, it is unlawful for any person to offer or sell any security in this state unless said security: (1) is registered under the Act; (2) the security is exempt from registration under section 8-6-10; or (3) the transaction is exempt under section 8-6-11. The securities offered by PROSPEROUS and GORDON; to wit: the Agreement of Limited Partnership, are neither registered nor subject to exemption from registration in Alabama in violation of the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Alabama Securities Act.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

Additionally, if the allegations set forth herein are found to be true, through administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the RESPONDENTS, it is the intention of the Commission to impose sanctions upon the RESPONDENTS. Such sanctions may include, inter alia, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative costs arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of ALABAMA.

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the State of Alabama.

Entered at Montgomery, Alabama, this 2nd day of May, 2012.



ALABAMA SECURITIES COMMISSION
401 Adams Avenue, Suite 280
Montgomery, AL 36104
(334) 242-2984

BY:

A blue ink signature, appearing to read "JP Borg", is written over the printed name and extends downwards across the title "Director".
JOSEPH P. BORG

Director