

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

CAROLINA COMMONS APARTMENTS, LLC) ADMINISTRATIVE CONSENT ORDER
PROSPEROUS METROPOLIS, LLC)
CARLA L GORDON) NO. CO – 2012-0015
)
RESPONDENTS)

ADMINISTRATIVE CONSENT ORDER

WHEREAS, the Alabama Securities Commission (the “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”), has initiated an investigation and examination of the activities of Carolina Commons Apartments, LLC (“CAROLINA”), Prosperous Metropolis, LLC (“PROSPEROUS”) and Carla L. Gordon (“GORDON”) (collectively, “RESPONDENTS”) regarding the sale of an investment in the State of Alabama.

WHEREAS, RESPONDENTS are willing to enter into a Consent Order (“Order”), which shall not be considered an admission of violation for any purposes;

WHEREAS, this Order is entered into solely for the purpose of resolving Administrative Order No. CD-2012-0015 and is not intended for any other purpose;

WHEREAS, RESPONDENTS admit the jurisdiction of and consent to the entry of this Order by the Commission;

WHEREAS, RESPONDENTS elect to waive all rights to a hearing upon entry of this Order, and the Commission and RESPONDENTS are desirous of settling this matter as hereafter set forth;

WHEREAS, CAROLINA has, among other things, voluntarily offered to refund the investment that a certain Alabama resident made in CAROLINA;

WHEREAS, RESPONDENTS neither admit nor deny the Statement of Facts and Conclusions of Law contained in this Order; and

NOW, THEREFORE, the Commission, hereby enters this Order:

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, PROSPEROUS is listed as agent for service of process.

2. CARLA L. GORDON ("GORDON") is listed in the Agreement of Limited Partnership as the managing member of CAROLINA with a home address of 2220 Austin Lake Drive, SE, Smyrna, GA 30082.

STATEMENT OF FACTS

3. In November, 2008, GORDON, as managing member of CAROLINA, supplied an Alabama resident with an Agreement of Limited Partnership. The Agreement of Limited Partnership states that for an investment of \$30,000.00 the investor would receive a return of 5.88% interest. The Agreement of Limited Partnership further states that the purpose of CAROLINA is to own, acquire, sell, manage and lease investment property of any type.

4. On December 18, 2008, the Alabama resident withdrew \$15,000.00 from a personal checking account and invested in CAROLINA. Because the Alabama resident invested half of the amount originally called for in the Agreement of Limited Partnership, the Agreement of Limited Partnership bears a handwritten notation reducing the investment amount to \$15,000 and the return rate to 2.94%.

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

state of Alabama.

6. On January 13, 2012, a review of the registration files of the Alabama Securities Commission indicated no registration of the Agreement of Limited Partnership.

7. On May 2, 2012, a Cease and Desist Order (Administrative Order No. CD-2012-0015) was issued against RESPONDENTS ordering RESPONDENTS to refrain from further offers or sales of any security into, within or from the State of Alabama.

10. On or about November 1, 2012, CAROLINA offered to pay the Alabama investor a confidential amount in exchange for a release of any and all civil claims against RESPONDENTS. CAROLINA has supplied proof that the offer was made and accepted and that CAROLINA has honored the agreement.

CONCLUSIONS OF LAW

11. Pursuant to section 8-6-2(10) Code of Alabama 1975, an investment contract is included in the definition of a security. The Agreement of Limited Partnership constitutes an investment contract and therefore is considered a security as defined in the Act.

12. Pursuant to 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, as managing member of CAROLINA, represented CAROLINA in effecting the sale of a security, to wit: the Agreement of Limited Partnership, and is an agent under the Act.

14. Pursuant to 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 she is registered under the Act. GORDON, as managing member of CAROLINA, transacted business, as an Agent, without benefit of registration, in violation of Alabama law.

15. Pursuant to 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 security offered and sold, to wit: the Agreement of Limited Partnership, is neither registered nor subject to exemption from registration in Alabama and was offered or sold in violation of the Act.

16. The Commission finds this Order necessary and appropriate in the public interest for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

ACCORDINGLY, IT IS HEREBY AGREED:

1. That **RESPONDENTS** are barred from the registration in the state of Alabama, and are prohibited from the offer or sale of any security into, within or from the state of Alabama.

2. Except in an action by the State of Alabama to enforce the obligations of Respondents in this Order, this Order may neither be deemed nor used as an admission of or evidence of any alleged fault, omissions or liability of Respondents in any civil, criminal, arbitration or administrative proceeding in any court, administrative agency or tribunal. For any person or entity not a party to this Order, this Order does not limit or create any private rights or remedies against Respondent or any of its affiliates or current or former officers, directors, trustees, agents, members, partners, or employees including, without limitation with respect to the offer or sale of any investments by Respondents or create liability of Respondents, or limit or create defenses of Respondents to any claims.

5. This Order may not be read to indicate that Respondents or any of their affiliates or current or former officers, directors, trustees, agents, members, partners, or employees engaged in fraud or to serve as the basis for any future independent action to establish a violation of any federal laws, state laws, or the rules or regulations thereunder.

AGREED AND CONSENTED to on date indicated:

Carla L. Gordon
Carla L. Gordon

Carla L. Gordon, member
Carolina Commons Apartments, LLC

Carla L. Gordon, member
Prosperous Metropolis, LLC

Entered at Montgomery, Alabama, this 4th day of March, 2013.

ALABAMA SECURITIES COMMISSION
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The seal of the Alabama Securities Commission is a circular emblem. It features a central shield with a figure holding a sword and a laurel wreath. The words "SECURITIES COMMISSION" are written in a circular arc at the top, and "STATE OF ALABAMA" are at the bottom. The entire seal is surrounded by a starburst pattern.

Edwin L. Reed
Deputy Director, Administration