

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:

GREGORY P. CARSON

RESPONDENT

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**ADMINISTRATIVE ORDER
NO. CO-2021-0010**

CONSENT ORDER

The Alabama Securities Commission ("Commission"), having the authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("the Act"), upon due consideration of the subject matter hereof, has determined as follows:

RESPONDENT

GREGORY P. CARSON ("CARSON"), during all times relevant, was the Manager of Carbon Footprint LLC, a Texas limited liability company ("**CFLLC**"), with a business address of 6080 Water Street, Suite 1271, Plano, Texas 75034.

STATEMENT OF FACTS

1. The Commission received information that in March 2019, Respondent, through **CFLLC**, solicited an investment from an acquaintance who was a resident of Alabama (the "Investor") and an accredited investor as defined by Rule 501 SEC regulation D, 17 C.F.R. 230.501.

2. The resident made an investment by purchasing \$210,000 of common stock of Miraculum, Inc., a Florida corporation located 4515 Metric Drive, Winter Park, Florida 32792 (**"MIRACULUM"**).

3. A review of the files of the Registration Division of the Alabama Securities Commission disclosed no record of registration and/or exemption from registration for **CARSON** as a broker-dealer agent, investment advisor or investment advisor representative in the State of Alabama.

4. The Commission contacted **CARSON** to request information in May 2020, and **CARSON** provided relevant information.

5. Miraculum offered the Investor rescission of their investment which the Alabama Investor declined.

CONCLUSIONS OF LAW

1. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of a "security" includes any stock, including the common stock of Miraculum, Inc. sold by **CARSON** to the Investor.

2. 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 it is registered or subject to a perfected exemption from registration under the Act. The securities of Miraculum Inc. were neither registered nor subject to a perfected exemption from registration and were offered and sold by **CARSON** to the Alabama Investor in violation of the Act.

3. 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. By soliciting and effecting sales of the Miraculum common stock to the Investor, **CARSON** acted as an "agent" of Miraculum as defined by the Act.

4. Pursuant to Section 8-6-3(a), it is unlawful for any person to transact business as an agent unless he is registered under the Act. **CARSON** acted as an agent of Miraculum while not registered with the Commission in violation of the Act.

WHEREAS, CARSON understands the Commission relied upon information and assertions made by **CARSON** in its determination to accept this Order and that should such information or assertions prove to be incorrect or misrepresented, the Commission may seek such other administrative, civil or criminal remedies that may be available to it under the provisions of the Act.

WHEREAS, CARSON has voluntarily waived all rights to a hearing upon entry of this Order and has consented to the entry of this Order, and

WHEREAS, the Commission finds this Order appropriate for the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act, and

WHEREAS, the Commission and **CARSON** desire to settle this matter as hereafter set forth and agree to the entry of this Order,

ACCORDINGLY, IT IS HEREBY ORDERED:

1. This Order concludes the investigation against **CARSON**. This Order is entered into solely for this purpose and is not intended to be used for any other purpose. This Order does not resolve or settle any violation or potential violation of Alabama law that the Commission may become aware of after the entry of this order. **CARSON** shall ensure that he avoids any future non-compliance with the Act. This Order shall not form the sole basis for disqualification from participation in the securities industry in Alabama but will be considered in conjunction with **CARSON'S** regulatory record for future registration and or licensure decisions.

2. **CARSON** shall pay to the State of Alabama Securities Commission \$5,000 as a partial reimbursement for the Commission's cost of investigating this matter, pursuant to Section

8-6-19(k)(1) and \$5,500 as a civil money penalty, pursuant to Section 8-6-19(j)(1). Any payment made by **CARSON** shall be tendered in certified funds.

AGREED AND CONSENTED to on the dates indicated:

RESPONDENT

GREGORY P. CARSON:

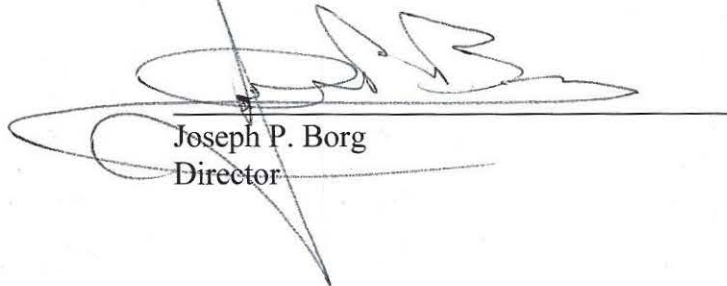


DATE: 07/22/2021

APPROVED AND AGREED this 30th day of July 2021.



ALABAMA SECURITIES COMMISSION
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(334) 242-2984



Joseph P. Borg
Director