

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BEFORE THE SECRETARY OF THE COMMONWEALTH

PROTHONOTARY
2010 AUG 10 AM 11:55
Department of State

Commonwealth of Pennsylvania,
Bureau of Charitable Organizations

Docket No. 0034-98-10

vs.

File No. 09-98-09827

CultureWorks, LTD

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, Bureau of Charitable Organizations ("Bureau"), and CultureWorks, LTD, ("Respondent") stipulate as follows in settlement of the above-captioned case.

JURISDICTION

1. This matter is before the Secretary of the Commonwealth ("Secretary") pursuant to the Solicitation of Funds for Charitable Purposes Act, Act of December 19, 1990, P.L. 1200, No. 202, as amended ("Act"), 10 P.S. §§ 162.1, *et seq.*

STIPULATED FACTS

2. Respondent admits that the following allegations are true:
- a. Respondent is a charitable organization as defined by the Act.
 - b. At all relevant and material times, Respondent was not registered to solicit charitable contributions in the Commonwealth of Pennsylvania.

c. Respondent's last known address on file with the Bureau is 4631 Pine Street, #410, Philadelphia, PA 19143, however, upon information and belief, Respondent is currently located at 6314 20th Avenue NE, Seattle, WA 98115.

d. Respondent incorporated as a non-profit organization on May 1, 1993.

e. Respondent solicited contributions from private foundations and individuals from fiscal year end December 31, 2000, to present.

f. Respondent was last registered with the Bureau for its fiscal year end December 31, 2003.

g. For most fiscal years since December 31, 2003, Respondent has received contributions of more than \$25,000.

h. Since 2004, the Bureau has sent approximately ten delinquent registration letters to Respondent.

i. On January 24, 2007, the Bureau received correspondence from Steve Rowland, CFO and President of Respondent organization.

j. Mr. Rowland provided copies of Respondent's IRS form 990 for fiscal years ending, December 31, 2005, and December 31, 2006.

k. After repeated attempts to bring Respondent into compliance, a Cease and Desist Order was sent to Respondent on December 5, 2007. This Order was returned to the Bureau as unclaimed on January 11, 2008.

l. Due to Respondent's lack of registration, Respondent has accrued registration and late fees in the amount of \$2,120. This sum remains unpaid.

m. Respondent is currently unregistered with the Bureau.

AGREED VIOLATIONS

3. Respondent agrees that by engaging in the aforementioned activities:
 - a. Respondent violated the Act, 10 P.S. § 162.15(a)(1), by and through, 162.5(a), five times, in that Respondent solicited charitable contributions in the Commonwealth of Pennsylvania without registering with the Bureau for fiscal years 2004 – 2008, inclusive.

PROPOSED ORDER

4. The participants, intending to be legally bound, consent to issuance of the following Order in settlement of this matter:
 - a. Respondent violated the Act at 10 P.S. § 162.15(a)(1), by and through, 10 P.S. § 162.5(a), five times.

ADMINISTRATIVE FINE

- b. An ADMINISTRATIVE FINE of three thousand five hundred dollars (\$3,500) is levied upon Respondent. Respondent shall tender the full sum of three thousand five hundred dollars (\$3,500), with this executed Consent Agreement, which shall be paid by certified check, cashiers check, attorney's check, or U.S. Postal money order made payable to the "Commonwealth of Pennsylvania."
 - c. Additionally, Respondent is required to pay its accrued registration and late fees in the sum of \$2,120.

FILING OF REGISTRATION DOCUMENTS

- d. To continue operations, Respondent shall submit to the Bureau all documents required to renew its registration within thirty (30) days of the date of the Secretary's

Order adopting this Consent Agreement. Respondent is prohibited from soliciting contributions in Pennsylvania until such time as the Respondent becomes registered with the bureau.

e. Respondent shall submit audited financial statements for fiscal year ends, December 31, 2007, and December 31, 2008 within thirty days of the date of the Secretary's Order adopting this Consent Agreement.

f. Respondent acknowledges the requirement to maintain registration with the Bureau according to Section 162.5 of the Act. Should Respondent not register with the Bureau when required to do so, Respondent shall pay an administrative fine of \$1,000.00, and an additional penalty of \$100.00 for each day during which such violation continues; and Respondent's registration shall be automatically suspended until the fine is paid or until the normal expiration date of the registration in accordance with Section 162.17 of the Act. No registration shall be renewed until the fine is paid.

CASE SETTLED AND DISCONTINUED

5. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of the requirements of this Order. However, nothing in this Consent Agreement and Order shall preclude the Prosecution Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING

6. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to the hearing: to be represented by counsel at the hearing; to

present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

AGREEMENT NOT BINDING ON OTHER PARTIES

7. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

EFFECT OF SECRETARY'S REJECTION

8. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

ENTIRE AGREEMENT


9. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.

AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES

10. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

VERIFICATION OF FACTS AND STATEMENTS

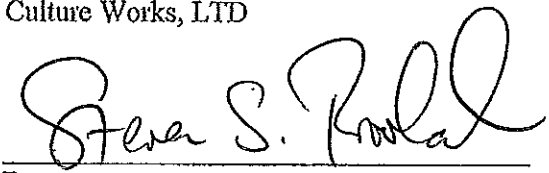
11. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.



Jacquelyn E. Pfirsich, Esquire
Prosecuting Attorney
Department of State

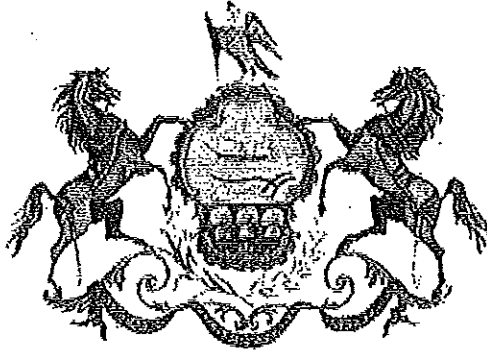
DATED: 7/30/10

Culture Works, LTD



By:
Title:
Respondent

DATED: July 26th, 2010

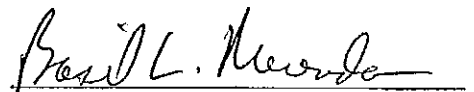


**IN THE MATTER OF
CULTURE WORKS, LTD
FILE NO. 09-98-09827**

ORDER

AND NOW, to wit, on this 9th day of August 2010, the terms of paragraph 4 of the foregoing Consent Agreement are hereby adopted and incorporated as the Order of the Secretary of the Commonwealth in resolution of this matter. This Order shall take effect immediately.

BY ORDER:


Basil L. Merenda
Acting Secretary of the Commonwealth