

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

PROTHONOTARY
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Docket

Commonwealth of Pennsylvania :
Bureau of Charitable :
Organizations :
vs. : Docket No. 0003-98-12
: File No. 11-98-11677
Partners in Health, A Nonprofit Corporation, :
Respondent :

CONSENT AGREEMENT AND ORDER

The Commonwealth of Pennsylvania, Bureau of Charitable Organizations (“Bureau”) and Partners in Health, A Nonprofit Corporation (“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 (“the Act”), Act of December 19, 1990, P.L. 1200, No. 202, *as amended* (“Act”), 10 P.S. §§ 162.1 *et. seq.*

2. At all relevant and material times, Respondent conducted business in Pennsylvania as a charitable organization, as defined by the Act.

3. Respondent’s registration with the Bureau as a charitable organization, registration number 28619, expired on November 12, 2008 and has not since been renewed.

4. At all relevant and material times, Respondent was not exempt from registration or excluded from the requirements of the Act.

STIPULATED FACTS

5. Respondent's last known address is: 888 Commonwealth Avenue, 3rd Floor, Boston, MA 02215.

6. On or May 2010, Respondent mailed a solicitation to Pennsylvania resident "DL" in Furlong, Pennsylvania.

7. On or about the December of 2011, Respondent mailed a second solicitation to Pennsylvania resident "DL" in Furlong, Pennsylvania.

8. On or about August 10, 2011, the Secretary of the Commonwealth issued a Cease and Desist Order against Respondent.

9. On or about November 10, 2011, Respondent submitted registration information for fiscal years ending June 30, 2008, June 30, 2009, and June 30, 2010.

10. Respondent's registration information for fiscal years ending June 30, 2008, June 30, 2009 and June 30, 2010, indicate that Respondent soliciting Commonwealth residents by direct mail, the internet, corporate solicitations, grant proposals, and special events.

11. Respondent's Form 990s filed with the Internal Revenue Service for fiscal years ending June 30, 2008, June 30, 2009, and June 30, 2010 indicate that Respondent received over \$25,000 in gross contributions.

AGREED VIOLATIONS

12. Respondent admits and agrees that by engaging in the foregoing activities it repeatedly violated the Act at, 10 P.S. §162.15(a)(1), by and through 10 P.S. §162.5, by soliciting charitable contributions in Pennsylvania without being properly registered.

PROPOSED ORDER

13. The parties, intending to be legally bound, agree to the issuance of the following Order in settlement of this matter:

a. Respondent repeatedly violated the Act at 10 P.S. §162.15(a)(1), by and through 10 P.S. §162.5, by soliciting charitable contributions in Pennsylvania without first being registered.

ADMINISTRATIVE FINE

b. An ADMINISTRATIVE FINE of six thousand dollars (\$6,000.00) is levied upon Respondent. Respondent shall tender the full sum of six thousand dollars (\$6,000.00) with this executed Consent Agreement which shall be paid by **certified check, cashier's check, attorney's check, or U.S. Postal money order made payable to the "Commonwealth of Pennsylvania."**

CASE SETTLED AND DISCONTINUED

14. 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 Prosecuting 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

15. 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 that 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

16. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other governmental or 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

17. 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

18. 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.

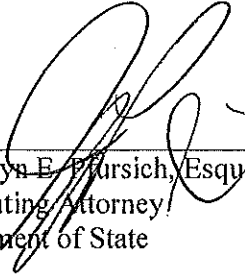
AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES

19. 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

20. 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

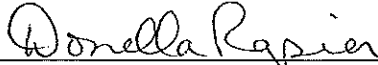
understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. §4904 relating to unsworn falsification to authorities.



Jacquelyn E. Pirsich, Esquire
Prosecuting Attorney
Department of State

DATED:

1/13/12



Donella Rapsier
Partners in Health, A Nonprofit
Corporation
Title: Chief Financial Officer
Respondent

DATED: 1-3-2012

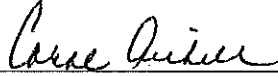


**IN THE MATTER OF
PARTNERS IN HEALTH, A NONPROFIT CORPORATION
FILE NO. 11-98-11677**

ORDER

AND NOW, this 23rd day of January 2012, the terms of Paragraph 13 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



Carol Aichele
Secretary of the Commonwealth