

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 10, 2017

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COMMONWEALTH OF VIRGINIA, *ex rel.*

STATE CORPORATION COMMISSION

v.

CASE NO. SEC-2016-00043

MAXIMIZED LIVING HEALTH
CENTERS, LLC,
Defendant

SETTLEMENT ORDER

The State Corporation Commission's ("Commission") Division of Securities and Retail Franchising ("Division") conducted an investigation of Maximized Living Health Centers, LLC ("Defendant") pursuant to § 13.1-567 of the Virginia Retail Franchising Act ("Act"), § 13.1-557 *et seq.* of the Code of Virginia ("Code").

The Defendant is a Florida limited liability company organized on January 14, 2005. The Defendant sells franchises that offer chiropractic services with a holistic approach.

The Defendant formerly filed an application for registration with the Division in 2008. The Defendant's 2008 application was later withdrawn on August 20, 2009. As a result, the Defendant never registered its franchise with the Division to be offered or sold in the Commonwealth of Virginia ("Virginia"). On February 2, 2009, and November 29, 2013, the Defendant sold two franchises to be operated in Chesapeake and Leesburg, Virginia, respectively. Prior to the entry of this Settlement Order ("Order"), the Defendant entered into a Mutual Release Termination Agreement with the Chesapeake franchisee. Currently, only the Leesburg franchise continues to operate. The Division further alleges that the Defendant

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circumvented regulatory oversight when it failed to provide two prospective franchisees with a franchise agreement and a disclosure document as required by rule or order of the Commission.

Based on the investigation, the Division alleges the Defendant violated: (i) § 13.1-560 of the Act by selling or offering to sell franchises in Virginia prior to registering under the provisions of the Act; and (ii) § 13.1-563 (4) of the Act by failing to, directly or indirectly, provide prospective franchisees with (i) the franchise agreement; and (ii) such disclosure documents as may be required by rule or order of the Commission.

If the provisions of the Act are violated, the Commission is authorized by § 13.1-562 of the Act to revoke a defendant's registration, by § 13.1-568 of the Act to issue temporary or permanent injunctions, by § 13.1-570 of the Act to impose certain monetary penalties and to request a defendant make rescission and restitution, and by § 12.1-15 of the Code to settle matters within its jurisdiction.

The Defendant neither admits nor denies the Division's allegations but admits to the Commission's jurisdiction and authority to enter this Order.

As a proposal to settle all matters arising from the Division's allegations, the Defendant has made an offer of settlement to the Commission wherein the Defendant will abide by and comply with the following terms and undertakings:

(1) The Defendant will pay to the Treasurer of Virginia ("Treasurer"), contemporaneous with the entry of this Order, the amount of Thirty Thousand Dollars (\$30,000) in monetary penalties.

(2) The Defendant will pay to the Treasurer, contemporaneous with the entry of this Order, the amount of Five Thousand Dollars (\$5,000) to defray the costs of investigation.

(3) The Defendant will provide a copy of this Order to all current and former Virginia franchisees.

(4) The Defendant will not violate the Act in the future.

The Division has recommended that the Commission accept the offer of settlement of the Defendant.

NOW THE COMMISSION, having considered the record herein, the offer of settlement of the Defendant, and the recommendation of the Division, is of the opinion that the Defendant's offer should be accepted.

Accordingly, IT IS ORDERED THAT:

(1) The offer of the Defendant in settlement of the matter set forth herein is hereby accepted.

(2) The Defendant shall fully comply with the aforesaid terms and undertakings of this settlement.

(3) This case is dismissed, and the papers herein shall be placed in the file for ended causes.

Dismissal of this case does not relieve the Defendant from its reporting obligations to any regulatory authority.

AN ATTESTED COPY hereof shall be sent by the Clerk of the Commission to:

Maximized Living Health Centers, LLC c/o Mark Bole, 1170 Celebration Boulevard, Suite 100B, Celebration, Florida 34747; and Warren Lee Lewis, Esquire, Akerman LLP, The Victor Building, 750 9th Street, N.W., Suite 750, Washington, DC 20001; and a copy shall be delivered to the Commission's Office of General Counsel and Division of Securities and Retail Franchising.

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STATE CORPORATION COMMISSION

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COMMONWEALTH OF VIRGINIA, *ex rel.*

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MAXIMIZED LIVING HEALTH
CENTERS, LLC,
Defendant

ADMISSION AND CONSENT

Maximized Living Health Centers, LLC ("Defendant"), admits to the jurisdiction of the State Corporation Commission ("Commission") as to the party and subject matter hereof and, neither admitting nor denying the allegations made herein by the Division of Securities and Retail Franchising, hereby consents to the form, substance and entry of the foregoing Settlement Order ("Order").

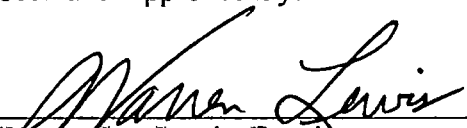
The Defendant further states that no offer, tender, threat or promise of any kind whatsoever has been made by the Commission or any member, subordinate, employee, agent or representative thereof in consideration of the foregoing Order.

Maximized Living Health
Centers, LLC

Date: 2/21/17

By: 
Mark Bole, CEO

Seen and Approved By:


Warren Lee Lewis, Esquire
Akerman LLP