



OFFICE OF THE SECRETARY OF STATE
STATE OF GEORGIA

IN THE MATTER OF

Jewish Women Incorporated, formerly d/b/a:

Jewish Moms of Atlanta & Nicole Wiesen

Respondents.

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Case Number: ENCH-180248

ORDER TO CEASE AND DESIST

Pursuant to the authority of the Georgia Charitable Solicitations Act of 1988, as amended, O.C.G.A. § 43-17-1, *et seq.* ("Act"), and 590-9-1, *et seq.* of the Rules and Regulations of the State of Georgia ("Rules"), the Secretary of State of the State of Georgia ("Secretary"), has caused an investigation to be made into the acts and practices of **Jewish Women Incorporated** ("JWI") formerly d/b/a **Jewish Moms of Atlanta** ("JMOA") (collectively, "Respondent") and **Nicole Wiesen** ("Wiesen") (collectively "Respondents"). As a result of the investigation, the Secretary makes the following findings of fact and conclusions of law:

I. FINDINGS OF FACT

1. Jewish Women Incorporated is a domestic nonprofit corporation registered with the Georgia Corporations Division. JWI was incorporated on September 7, 2017. JWI's principal office address is 1523 Beechcliff Dr. NE, Atlanta, GA, 30329, USA. During the time relevant to the Secretary's investigation, JWI operated under the d/b/a Jewish Moms of Atlanta ("JMOA"). Neither JWI or JMOA is registered with the Secretary as a charitable organization.

2. Wiesen is listed as JWI's incorporator and is listed as the individual responsible for operations. The last known address for Wiesen is 1523 Beechcliff Dr. NE Atlanta, GA, 30329, USA. Wiesen also publicly held herself out as the owner of JMOA.

3. The Jewish Fertility Foundation ("JFF") is a domestic nonprofit corporation registered with the Georgia Corporations Division. Jeff Woodward is the registered agent. Adi Rubin is the CFO. Elana Frank is the CEO. JFF's principal office address is listed as 60 Lenox Pointe NE, Atlanta, GA, 30339,

USA. JFF's mission is to provide financial assistance, educational awareness, and emotional support to Atlanta Jewish families who have medical fertility challenges.

4. In May of 2017, Wiesen approached JFF and stated that JMOA had selected JFF to be the sole beneficiary of net proceeds from JMOA's first fundraising event, the MomProm. The MomProm was an "all-female social event held to celebrate women and their bonds where attendees dressed in formal dresses to dance, dine, drink, and support a charitable cause." In late May 2017, JFF agreed to be the sole beneficiary organization of the MomProm.

5. On May 23, 2017, at Respondents request, JFF sent Respondents a copy of its IRS tax determination letter in order to obtain a liquor license for the MomProm.

6. On June 16, 2017, Wiesen sent JFF a first draft of a sponsorship outreach letter for the MomProm. This letter included language that sponsorships would be "tax-deductible" and indicated that JFF was a "501(c)(3) Georgia nonprofit organization." At this meeting, JFF and Respondents verbally confirmed again that JFF would be the sole beneficiary of the MomProm.

7. From June 2017 to November 2017, Respondents solicited donations and sponsorships for the MomProm from members of the Metro Atlanta community. On June 20, 2017, Respondents indicated in an electronic communication that an good friend with experience soliciting charitable contributions ("the Volunteer") would help raise donations and secure sponsorships for the MomProm. Respondents solicited sponsorships from approximately twenty-one (21) individuals and organizations totaling sixteen thousand and one hundred dollars and zero cents (\$16,100.00). Respondents also solicited seven thousand two-hundred eighty-five dollars and zero cents (\$7,285.00) in gifts-in-kind donations from ten individuals and organizations.

8. On the MomProm sponsor request form, Respondents requested that donations be made "payable to JMOA" despite the fact that it was not registered as a charitable organization with the Secretary. The form further stated JFF would create tax-deductible receipts for individuals and organizations that donated to the MomProm. Again, in a July 20, 2017 electronic communication between JFF and Wiesen to clear up who would be writing tax-deductible receipts, Wiesen stated "[t]he check should come to JMOA and we can write a letter for tax donation in honor of JFF. I would keep the annual donation to JFF separate. However, I am open to discussing what would be best for the clinics and JFF, it might just get murky trying to figure out monies." After this conversation, JMOA repeatedly sent letters of appreciation to donors on behalf of JMOA thanking them for sponsoring the initial MomProm. Wiesen also reiterated that all profits from the MomProm would go to JFF minus expenses.

9. On September 15, 2017, JFF sent Respondents an electronic communication outlining JFF's expected terms for the MomProm in order to use JFF's name as the beneficiary of the MomProm (the "Agreement"). Item Two of the terms of the Agreement highlighted that because JMOA was not a 501(c)(3)

organization, donations made to JMOA instead of JFF were not tax deductible. The Agreement further stated in Item Three that in order for donations to be tax-deductible, they should be made directly to JFF. The Agreement provided that JFF would be the beneficiary of the event and provided space for Wiesen to sign on behalf of JMOA and in her individual capacity.

10. On September 26, 2017, Wiesen returned a signed copy of the Agreement with an altered signature line that read "Jewish Women, Inc. d/b/a Jewish Moms of Atlanta. Wiesen signed the altered Agreement. Wiesen also altered Item Three to state that checks could be made payable to JMOA if it received its IRS Tax Determination Status prior to the event. At this time, Respondent was still waiting to receive a control number from the Georgia Corporations Division.

11. On November 4, 2017, JMOA held the MomProm at Spring Hill Event Venue. Spring Hill Event Venue is located at 7130 Buford Highway NE, Suite A-100, Atlanta, GA 30340.

12. On November 6, 2017, JFF e-mailed Respondents to ask for a total of the final amount of moeny raised by JMOA through the MomProm. JFF also requested Respondents show how they came to that amount for JFF accounting purposes.

13. On November 7, 2017, Elana Frank spoke with the Volunteer regarding the MomProm. The Volunteer indicated that she was paid seven hundred dollars (\$700.00) as commission for finding sponsors for the MomProm. She further stated that it was her understanding that Wiesen was not being honest with sponsors about their contributions being tax-deductible.

14. In a November 9, 2017 phone call between Elana Frank and Wiesen, Wiesen indicated the MomProm raised \$68.00 total net from the event. In a subsequent November 15, 2017 Facebook post, Wiesen claimed that the MomProm raised \$15,000 for the JFF. This included a net profit of four thousand eight hundred ninety-nine dollars (\$4,899.00) from the MomProm after paying expenses and two (2) five thousand dollar (\$5,000.00) donations from private businesses.

15. On November 17, 2017, Wiesen issued a check from the Jewish Moms of Atlanta business account, Suntrust Banking Account # XXXXXXXXXXXX2641, for four thousand five hundred and three dollars (\$4,503.00) ("Check 1007"). Wiesen signed the check and it had the notation "MomProm Proceeds Net" in the Memo line.

16. On November 22, 2017, Elana Franks e-mailed Wiesen because Check 1007 was returned for NON SUFFICIENT FUNDS in JMOA's business account. She also asked when JFF would receive the two (2) five thousand dollar (\$5,000.00) donations Wiesen promised to JFF. In her response, Wiesen wrote that there were "plenty of funds in the account" Elana Franks e-mailed Nicole again on November 27, 2017 to ask about the check and private business donations. In her subsequent response, Wiesen stated that the bank reissued a certified check and that the issuance of the donations from private businesses was beyond her control based on accounting practices. She refused to reach out to them again regarding the MomProm.

JFF never received the certified check.

17. On December 5, 2017, the caterer for the MomProm, All Occasions & More Professional Catering, contacted JFF because JMOA had not paid them yet. The total cost for catering the MomProm was four thousand three hundred and seventy-five dollars (\$4,375.00).

18. To date, JFF has received none of the money JMOA raised in support of the MomProm, and multiple vendors have not been paid.

19. On October 16, 2015 Wiesen plead guilty to identity theft fraud in the Superior Court of Gwinnett County. Wiesen is currently on five (5) years probation in Gwinnett County, Georgia for Deposit Account Fraud, a felony.

20. On June 21, 2018, the Division served Wiesen with this Proposed Order and a Notice of Opportunity for Hearing. On June 29, 2018, Wiesen requested an informal conference with the Division via e-mail. The Division scheduled the informal conference for June 23, 2018 and sent a scheduling letter notifying Wiesen of the date and time of the informal conference to the e-mail address Wiesen made her request through as well as a secondary e-mail address the Division had on file. Subsequent attempts to reach Wiesen regarding her request were unsuccessful. Wiesen refused to return phone calls or reply to e-mails. Wiesen failed to appear at the June 23, 2018 informal conference.

II. CONCLUSIONS OF LAW

20. Paragraphs 1 through 20 are incorporated by reference as though fully set forth herein.

21. The Commissioner has jurisdiction over this matter pursuant to the Act.

22. Pursuant to O.C.G.A. §§ 43-17-11 and 43-17-13, the Commissioner is authorized to institute this investigation and issue this Order.

23. Pursuant to O.C.G.A. § 43-17-5(a), it is “unlawful for any person: ... (2) “[w]hile in this state to solicit or accept charitable contributions from any person, wherever located...unless the charitable organization on whose behalf such contributions are being solicited or accepted is subject to an effective registration statement under this chapter or exempt from registration” pursuant to Code Section 43-17-9.

24. Respondents’ solicitation and acceptance of charitable contributions, while operating in Georgia, without registering with the Secretary, is a violation of O.C.G.A. § 43-17-5. As a result of the violation, Respondent is subject to penalty under O.C.G.A. § 43-17-13.

25. Pursuant to O.C.G.A. § 43-17-12(d), it shall be unlawful for any person ... (1) to “employ a device, scheme, or artifice to defraud” in connection with the planning, conduct, or execution of and charitable solicitation or charitable sale promotion, directly or indirectly.

26. Respondents defrauded individuals and businesses by soliciting donations for the MomProm and withholding these funds from the JFF. Respondents behavior is a violation of O.C.G.A. § 43-17-12(d)(1). As a result, Respondents are subject to penalty under O.C.G.A. § 43-17-13).

27. Pursuant to O.C.G.A. § 43-17-12(d)(2), it shall be unlawful for any person to “engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon a person” in connection with the planning, conduct, or execution of any charitable solicitation or charitable sale promotion, directly or indirectly.

28. Respondents violated O.C.G.A. § 43-17-12(d)(2) by deceptively representing they were soliciting charitable donations in connection with the MomProm and withholding these funds. As a result, Respondents are subject to penalty under O.C.G.A. § 43-17-13.

29. Pursuant to O.C.G.A. § 43-17-12(d)(3), it shall be unlawful for any person to “misrepresent or mislead anyone in any manner to believe that the person on whose behalf a solicitation is being conducted is a charitable organization or that the proceeds of such solicitation will be used for charitable purposes if that is not the fact.”

30. Respondent and Wiesen violated O.C.G.A. § 43-17-12(d)(3) when they asked donors to submit charitable donations to JMOA when JMOA was not, in fact, a charitable organization and these donations were not used for a charitable purpose. As a result, Respondents are subject to penalty under O.C.G.A. § 43-17-13

31. Pursuant to O.C.G.A. § 43-17-12(d)(4), it shall be unlawful for any person to “misappropriate, convert, illegally withhold, or fail to account for any charitable contribution solicited by, or on behalf of, any charitable organization...”

32. Respondents’ withholding of funds due to JFF is a violation of O.C.G.A. § 43-17-12(d)(4). As a result of the violation, Respondents are subject to penalty under O.C.G.A. § 43-17-13.

33. Pursuant to O.C.G.A. § 43-17-13(a)(1)(A)(i), the Secretary may issue a cease and desist order against any person that has engaged in or is engaging in or is about to engage in any act, practice, or transaction which is prohibited by the [Act] or by any rule, regulation, or order of the Secretary.

III. ORDER


WHEREFORE, by the authority vested in me as the Secretary of State for the State of Georgia,
IT IS HEREBY ORDERED:

1. **Jewish Women Incorporated, formerly d/b/a Jewish Moms of Atlanta, and Nicole Wiesen CEASE AND DESIST** from all violations of the Georgia Charitable Solicitations Act of 1988, as amended.

The entry of this Order is deemed to be in the public interest, and shall not be deemed to constitute findings or conclusions relating to other persons unrelated to Respondent and shall not be deemed to be a waiver or estoppel on the part of the Secretary of State from proceeding in individual actions against any person who may have violated the Act or any transactions not specifically referred to herein or not known to the Commissioner at the time this Order was issued.

SO ORDERED this 31st day of July, 2018.

BRIAN P. KEMP
SECRETARY OF STATE

By: 

Noula Zaharis
Director, Securities and Charities Division