

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
CHARITIES DIVISION**

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| IN THE MATTER OF : |) | |
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| |) | |
| ORAL HEALTH AMERICA, AMERICA'S FUND FOR DENTAL HEALTH, INC. 180 North Michigan Avenue, Suite 1150 Chicago, IL 60601 |) | Administrative Proceeding Number: C-13-0688 |
| |) | |
| <i>Respondent</i> |) | |

CONSENT AGREEMENT

I.

The Charities Division of the Mississippi Secretary of State's Office ("Division"), having the authority to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act ("Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. Respondent is a "charitable organization" as defined in section 79-11-501(a)(i) of the Act;
2. On January 22, 2013, the Division received notice of a contract between Oral Health America, America's Fund for Dental Health, Inc. ("OHA") and Johnson & Johnson Healthcare Products Division of Mc-Neil-PPC, Inc. ("Johnson & Johnson"), a New Jersey corporation, and a for-profit partner with OHA in a commercial co-venture promotion. As the for-profit partner in the commercial co-venture, Johnson & Johnson submitted a copy of the contract to the Division as required by Rule 3.17(A) of the Act. OHA is also soliciting through its internet presence as part of this promotion.
3. According to the contract between OHA and Johnson & Johnson, OHA began soliciting in Mississippi no later than February 1, 2013.
4. OHA is therefore in violation of the Act as it is soliciting charitable donations in Mississippi without an effective registration statement.
5. On May 16, 2013, the Division mailed correspondence via Certified Mail, return receipt requested, to OHA giving notice of possible unregistered solicitation. The correspondence advised OHA to refrain from further solicitation until the issue

was resolved. The return receipt shows that OHA signed for and received the correspondence on May 20, 2013.

6. On May 16, 2013, the Division mailed correspondence to Johnson & Johnson giving notice of possible unregistered solicitation on behalf of OHA and advising Johnson & Johnson that it could not continue its commercial co-venture until OHA became registered.
7. On June 7, 2013, having received no registration materials, the Division mailed correspondence via Certified Mail, return receipt requested, to OHA issuing a Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty. The return receipt shows that OHA signed for and received the correspondence on June 10, 2013.
8. Receiving no response to the Summary Cease and Desist Order the Division issued a Final Cease and Desist Order and Order Imposing Administrative Penalty ("Final Order") on July 18, 2013. The Final Order contained a Ten Thousand Dollar (\$10,000.00) penalty. The Division issued the Final Order as a result of OHA's failure to respond to the Division's correspondence and submit the requested information, including proper registration materials. Therefore, issuance of this Final Cease and Desist Order and Order Imposing Administrative Penalty was appropriate.
9. On July 18, 2013, the Division mailed correspondence via certified mail, return receipt requested, to OHA containing a copy of the Final Order. On the same day, the Division mailed correspondence to Johnson & Johnson containing a copy of the Final Order.
10. After receiving a request to resolve the issues contained in the Final Order, the Division mailed a proposed Consent Agreement with a five thousand dollar (\$5,000.00) administrative penalty via certified mail, return receipt requested, to OHA on August 9, 2013. This signed agreement was due back to the Division by August 26, 2013.
11. On August 13, 2013, the Division received a request asking for a reduction of the administrative penalty by OHA and indicated it would submit documentation justifying the reduction.
12. No documentation was ever received from OHA, including the Consent Agreement, so the Final Order remained in effect.
13. OHA has now submitted a complete registration package and has requested an opportunity to once again resolve the issues in the Final Order.

II.

Respondent, under the terms of this Consent Agreement and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in

Paragraph I. Respondent consents to the issuance of this Consent Agreement and further consents to and agrees to the undertakings contained herein with no formal administrative hearing and determination of wrongdoing. Furthermore, the undersigned agent for Respondent acknowledges that he has been lawfully vested with the authority to enter into this Consent Agreement on behalf of Respondent.

III.

THEREFORE, in consideration of a final resolution of the matters set forth herein, the Division and Respondent hereby agree and stipulate as follows:

1. Respondent stipulates to the jurisdiction of the Division as to all matters contained herein under the authority of the Act and acknowledges that the issuance of this Consent Agreement is solely for the purpose of resolving the matters set forth herein.
2. In an effort to resolve this matter, the Division offers the Respondent to pay a penalty in the amount of Five Thousand Dollars (\$5,000.00) instead of the outstanding Ten Thousand Dollar (\$10,000.00) penalty in the Final Order. Respondent shall remit payment to the Division, payable to the "Mississippi Secretary of State" upon execution of this Agreement.
3. This Consent Agreement is in resolution of the matters contained herein. As a result of this Consent Agreement, the matters contained herein cannot be used as a basis for action by the Division except in determining any penalty as may be imposed by the Division for any future violations of the Act committed by the Respondent and as set forth below.
4. Respondent agrees that it will comply with the provisions of the Act as currently in effect or as may be subsequently amended.
5. After receipt of this Consent Agreement and penalty, the Division agrees to lift the Final Cease and Desist Order and Order Imposing Administrative Penalty against Respondent and process Respondent's registration giving it the authority to solicit in Mississippi.

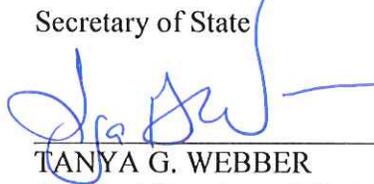
IV.

In the event Respondent fails or neglects to comply with any of the terms, stipulations or undertakings set forth in this Consent Agreement, the Division may, without notice to Respondent,

unilaterally rescind this Agreement and institute any legal or administrative proceedings it deems appropriate including, but not limited to, proceedings to address the matters set forth herein.

C. DELBERT HOSEMANN, JR.
Secretary of State

By:



TANYA G. WEBBER
Assistant Secretary of State
Charities Division

Date:

4/11/14

Oral Health America, America's Fund for Dental
Health, Inc.
180 North Michigan Avenue, Suite 1150
Chicago, IL 60601

By:



Sign Name

Print Name: VERNON R BRODERS

Title: DIRECTOR OF FINANCE

Date: MAY 29, 2014