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COURT OF COMMON PLEAS

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CLERK OF COURTS
WILLIAMS COUNTY OHIO

IN THE COURT OF COMMON PLEAS
WILLIAMS COUNTY, OHIO

STATE OF OHIO, *ex rel.*
MIKE DEWINE, OHIO ATTORNEY
GENERAL, and

ANDRE T. PORTER, DIRECTOR
OHIO DEPARTMENT OF COMMERCE

Plaintiffs,

v.

NANCY JO FRAZER
a/k/a Nanci Jo Frazer
d/b/a NJF Global Group Private Endowment
Community (a/k/a Global Impact Resource
Alliance)
337 Center Street
Bryan, Ohio 43506, and

DAVID FRAZER
337 Center Street
Bryan, Ohio 43506, and

ALBERT ROSEBROCK
d/b/a NJF Global Group Private Endowment
Community (a/k/a Global Impact Resource
Alliance)
115 West Elm Street
Sherwood, Ohio 43556, and

CASE NO.: 13 CI 000103

JUDGE

COMPLAINT OF OHIO ATTORNEY
GENERAL MIKE DEWINE AND
ANDRE T. PORTER, DIRECTOR, OHIO
DEPARTMENT OF COMMERCE

JURY DEMAND ENDORSED HEREON

DEFINING VISION MISNITRES, INC.
f//k/a FOCUS UP MINISTRIES, INC.
c/o Nancy Jo Frazer, Statutory Agent
337 Center Street
Bryan, Ohio 43506,

Defendants.

Plaintiffs, State of Ohio *ex rel.* Mike DeWine, Ohio Attorney General, and Andre T. Porter, Director of the Ohio Department of Commerce, hereby allege:

I. Jurisdiction, Venue, and Parties

A. Jurisdiction and Venue

1. Plaintiff, State of Ohio, by and through the Attorney General of Ohio, Mike DeWine, having reasonable cause to believe that violations of Ohio law have occurred, brings this complaint in the public interest and under the authority vested in the Attorney General by Ohio Revised Code Chapter 1716 (“Ohio Charitable Organizations Act”), Ohio Revised Code Section 109.23 *et seq.* (“Ohio Charitable Trust Act”), and the Attorney General’s common law authority to enforce charitable trusts.
2. Plaintiff, Andre T. Porter, Director of the Ohio Department of Commerce, having reasonable cause to believe that the Defendants have engaged in, are engaging in, or are about to engage in deceptive, fraudulent, or manipulative acts, practices, or transactions in violation of sections 1707.01 to 1707.45 of the Ohio Revised Code, brings this complaint under the authority set forth in Ohio Revised Code Section 1707.26 and 1707.261.

3. Defendants' actions, as described therein, occurred in the State of Ohio and primarily in Williams County.
4. This Court has jurisdiction since Defendants Nancy Jo Frazer and David Frazer reside in Williams County, Ohio.
5. This Court has jurisdiction since Defendant Defining Vision Ministries, Inc. f/k/a Focus Up Ministries, Inc. (hereinafter "Focus Up Ministries") has its principal place of business in Williams County, Ohio.
6. This Court has jurisdiction since Defendant Albert Rosebrock is a Board member of Focus Up Ministries and has held this position during all times relevant to the activities described in this Complaint.
7. Defendants' actions, as described herein, occurred in the State of Ohio, involved residents of the State of Ohio, and constitute violations of the Ohio Charitable Organizations Act, the Ohio Charitable Trust Act, the Ohio Securities Act, and the common law.
8. This is an action seeking injunctive relief, equitable relief, and damages for Defendants' violations of the Ohio Charitable Organizations Act, the Ohio Charitable Trust Act, the Ohio Securities Act, and the common law. The amount in controversy exceeds \$25,000.

B. Parties and other relevant persons

1. Profitable Sunrise

9. Inter Reef Ltd. d/b/a Profitable Sunrise, (hereinafter "Profitable Sunrise"), is a private limited company formed September 13, 2011, reporting its principal place of business as Corner Chambers, 590A Kingsbury Road, Birmingham, United Kingdom, B24 9ND. Despite presenting itself as a legitimate investment opportunity, Profitable Sunrise was at all times relevant a pyramid scheme that defrauded investors using promises of impossibly high

returns on investment, religious themes, and vague claims of support for “charitable” causes.

10. Profitable Sunrise solicited securities to Ohioans and others, through its website and through its agents (including Defendants Nancy Jo Frazer and Albert Rosebrock) while describing itself as a charitable organization and/or an organization with a charitable purpose.
11. As of the date of this Complaint, international, federal, and state authorities have taken action against Profitable Sunrise. Numerous states and international jurisdictions have issued Cease and Desist orders or alert warnings against Profitable Sunrise including, but not limited to, Ohio, Indiana, Kentucky, West Virginia, California, Texas, and North Carolina, New Brunswick, Quebec, Ontario, British Columbia, New Zealand, and the United Kingdom. On April 4, 2013 the U.S. Securities and Exchange Commission (SEC) filed a complaint against Profitable Sunrise; and on April 15, 2013, the U.S. District Court for the Northern District of Georgia issued an order of preliminary injunction against Profitable Sunrise. As part of this Order, authorities have frozen millions of dollars in funds allegedly received from U.S. investors located in numerous bank accounts worldwide.
12. The charitable beneficiaries of Profitable Sunrise are those who would have benefited from the services and programs Profitable Sunrise claimed to provide.
13. Profitable Sunrise’s proceeds and assets were held under a charitable trust in favor of its stated beneficiaries.
14. Many of the activities of Defendants as alleged in this Complaint concern the management and operation of Profitable Sunrise and its charitable trust proceeds and assets, including amounts donated and invested by investors in Profitable Sunrise.

15. The actions of Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock, and of those acting in concert with or at the direction of Defendants resulted in loss or other damages to the beneficiaries of the charitable trust created by Profitable Sunrise. Those activities also resulted in financial gain to Defendants through their personal investments and/or ownership interests in Profitable Sunrise.
16. Many of the activities of Defendants as alleged in this Complaint concern their fraudulent and misleading solicitation activities on behalf of Profitable Sunrise.
17. The fraudulent and misleading solicitation activities of Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, Albert Rosebrock, and of those acting in concert with or at the direction of Defendants resulted in loss to victim investors in Ohio, other states, and around the world. Those activities also resulted in financial gain to Defendants through their personal investments in Profitable Sunrise, and through payment of commissions by Profitable Sunrise to Defendants for the sale of securities.
18. Profitable Sunrise may have participated in additional activities for Profitable Sunrise, Focus Up Ministries, or other entities that are not yet known.

2. NJF Global Group

19. NJF Global Group, a/k/a Global Impact Resource Alliance, (hereinafter “NJF Global Group”), was one of approximately twenty “private groups” of investors within the Profitable Sunrise pyramid scheme. NJF Global Group became one of the largest private groups within Profitable Sunrise. According to the Profitable Sunrise website, NJF Global Group had over 70,000 “members,” including Ohioans, purportedly investing over \$30,000,000.
20. The founder and leader of NJF Global Group is Defendant Nancy Jo Frazer.

21. Defendant Albert Rosebrock was a member of NJF Global Group and active in the management of the group.
22. The activities of NJF Global Group as described in this Complaint are the activities of Defendants Nancy Jo Frazer, Albert Rosebrock, and their agents.
23. Many of the activities of Defendants as alleged in this Complaint concern Defendants' use of NJF Global Group to solicit its group members on behalf of Profitable Sunrise.
24. The fraudulent and misleading solicitation activities of NJF Global Group by and through Profitable Sunrise and Defendants Focus Up Ministries, Nancy Jo Frazer, Albert Rosebrock, and of those acting in concert with or at the direction of Defendants, resulted in loss to victim investors in Ohio, other states, and around the world. Those activities also resulted in financial gain to Defendants through their personal investments in Profitable Sunrise, and through payment of commissions by Profitable Sunrise to Defendants for the sale of securities.
25. NJF Global Group may have participated in additional activities for Profitable Sunrise, Focus Up Ministries, or other entities that are not yet known.

3. Defendant Focus Up Ministries

26. Defendant Focus Up Ministries was incorporated as a nonprofit corporation with the Ohio Secretary of State in or around November 2011 and was created and organized exclusively for religious/charitable purposes. In June 2013, Defendant Focus Up Ministries filed Amended Articles of Incorporation with the Ohio Secretary of State changing its name to Defining Vision Ministries, Inc.
27. Defendant Focus Up Ministries is a "charitable organization" as that term is defined in R.C. § 1716.01(A) and a "charitable trust" as that term is defined in R.C. § 109.23.

28. According to its Articles of Incorporation, Defendant Focus Up Ministries was created for numerous religious and charitable purposes, including theological training, counseling services, housing services, the establishment of a Christian bookstore, the establishment of a theological college of higher education, and the establishment of Christian primary and secondary schools, among other purposes.
29. Defendant Focus Up Ministries' website claimed to provide donated funds to ministry projects, partner church projects, Bible studies, scholarships, crisis relief, events, missionaries, repair, services, and support.
30. The charitable beneficiaries of Defendant Focus Up Ministries are those who would have benefited from the services and programs Focus Up Ministries claimed to provide.
31. Defendant Focus Up Ministries' proceeds and assets were held under a charitable trust in favor of its stated beneficiaries.
32. Many of the activities of Defendants as alleged in this Complaint concern the management and operation of Focus Up Ministries and its charitable trust proceeds and assets, including donations received by investors in Profitable Sunrise.
33. The actions of Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock, and of those acting in concert with or at the direction of Defendants resulted in loss or other damages to Focus Up Ministries and the beneficiaries of its charitable trust.
34. Many of the activities of Defendants as alleged in this Complaint also concern Defendants' use of Focus Up Ministries as a front for fraudulent and misleading solicitation for Profitable Sunrise. Those activities also resulted in financial gain to Defendants through their personal investments in Profitable Sunrise, and through payment of commissions by Profitable Sunrise to Defendants for the sale of securities.

35. Defendant Focus Up Ministries may have participated in additional activities for Profitable Sunrise, NJF Global Group, or other entities that are not yet known.
36. The Attorney General alleges Counts 1 through 18 against Defendant Focus Up Ministries.
37. The Director of the Department of Commerce alleges Counts 19 through 23 against Defendant Focus Up Ministries.

4. John/Jane Doe

38. John/Jane Doe is the owner and founder of Profitable Sunrise. John/Jane Doe uses the alias "Roman Novak."
39. John/Jane Doe participated in the fraudulent/misleading sale of securities to Ohio investors and others. John/Jane Doe also instructed his agents, including Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock in the sale of securities.
40. The actions of John/Jane Doe and of those acting in concert with or at the direction of John/Jane Doe resulted in loss or other damages to the charitable beneficiaries of Profitable Sunrise. Those actions also resulted in financial gain to John/Jane Doe.
41. The actions of Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock, and of those acting in concert with or at the direction of Defendants on behalf of John/Jane Doe resulted in financial gain to Defendants through their personal investments in Profitable Sunrise, and through payment of commissions by Profitable Sunrise to Defendants for the sale of securities.
42. John/Jane Doe may have participated in additional activities for Profitable Sunrise, NJF Global Group, Focus Up Ministries, or other entities that are not yet known.

5. Defendant Nancy Jo Frazer

43. Defendant Nancy Jo Frazer was at all relevant times an officer, trustee, employee, or agent of Profitable Sunrise, NJF Global Group, and Focus Up Ministries. Defendant Nancy Jo Frazer directed or participated in activities giving rise to this action with respect to Profitable Sunrise, NJF Global Group, and Focus Up Ministries, including, but not limited to, soliciting the sale of securities on behalf of Profitable Sunrise, handling, directing, or controlling charitable proceeds and assets, and soliciting or participating in solicitation for charitable purposes, including Profitable Sunrise and Focus Up Ministries.
44. Defendant Nancy Jo Frazer may have participated in additional activities for Profitable Sunrise, NJF Global Group, Focus Up Ministries, or other entities that are not yet known.
45. Upon information and belief, Defendant Nancy Jo Frazer has a history of promoting pyramid and multi-level marketing schemes that have been the subject of law enforcement action and regulatory action.
46. Upon information and belief, Nancy Jo Frazer managed the marketing for an individual promoting Ad Surf Daily, a multi-level marketing company operating out of Florida, prior to her affiliation with Profitable Sunrise. On May 18, 2012, Thomas A. Bowdoin, Jr. ("Andy Bowdoin"), the founder of Ad Surf Daily, pled guilty to wire fraud and was sentenced to 78 months in prison in a criminal case filed in the United States District Court for the District of Columbia under case number CR-10-320. The original indictment alleged that from in or around August 2006 through in or around August 2008, Bowdoin operated a "Ponzi" scheme through a company called AdSurfDaily, Inc. (ASD). ASD operated on the internet at the websites www.adsurfdaily.com, www.adcashgenerator.com, and www.lafuentedinero.com.

47. Upon information and belief, Nancy Jo Frazer, prior to her affiliation with Profitable Sunrise, solicited members or investors for programs such as Profit Clicking and Fuel Freedom International.
48. Upon information and belief, immediately prior to becoming affiliated with Profitable Sunrise, Nancy Jo Frazer promoted www.zeekrewards.com ("Zeek Rewards"), which was the subject of a civil action filed by the SEC on August 17, 2012 in the United States District Court for the Western District of North Carolina, Charlotte Division under case number C:12CV519. According to the filed complaint, the civil action was filed by the SEC "to halt the fraudulent unregistered offer and sale of securities in an unregistered investment contracts constituting securities in a combined Ponzi and Pyramid scheme perpetrated by Defendants Rex Venture Group, LLC ("Rex Venture") d/b/a www.ZeekRewards.com ("ZeekRewards") and its principal, Paul Burks ("Burks")...." The complaint filed by the SEC further alleges that in July 2012, one month alone, ZeekRewards received \$162,000,000 from investors. ZeekRewards is currently the subject of a receivership. In exchange for soliciting members or investors in Ad Surf Daily, Fuel Freedom International, ZeekRewards, and ProfitClicking, Nancy Jo Frazer received commissions, discounts, products, and other remuneration paid by the named organizations.
49. Defendant Nancy Jo Frazer is currently involved in marketing for Strongbrook Direct, which maintains a website at www.strongbrook.com.
50. Based on information provided on their website, Strongbrook Direct provides tools for individuals and entities related to the purchase of investment real estate.
51. Based on information provided on their website, Strongbrook Direct provides a portal for potential real estate investors to partner with other real estate investors.

52. The Strongbrook website contains the following statement:

Partnering can be a great option. You may be able to find a potential partner who has money and/or credit, and who may be looking for an easy way to become a real estate investor. You can leverage your PSA [Professional Service Agreements] to assist them in becoming an investor, and both of you profit, creating unlimited opportunity for you to grow your real estate portfolio despite your credit and money limitation.

53. As part of her work with Strongbrook Direct, Defendant Nancy Jo Frazer receives a commission from Strongbrook Direct in exchange for selling private consulting packages and private service agreements.

54. Defendant Nancy Jo Frazer's position with Strongbrook Direct was purchased with funds donated to Focus Up Ministries by investors in Profitable Sunrise.

55. The Attorney General alleges Counts 1 through 18 against Defendant Nancy Jo Frazer.

56. The Director of the Department of Commerce alleges Counts 19 through 23 against Nancy Jo Frazer.

6. Defendant Albert Rosebrock

57. Defendant Albert Rosebrock was at all relevant times an officer, trustee, employee, or agent of Profitable Sunrise, NJF Global Group, and Focus Up Ministries. Defendant Albert Rosebrock directed or participated in activities giving rise to this action with respect to Profitable Sunrise, NJF Global Group, and Focus Up Ministries, including, but not limited to, soliciting the sale of securities on behalf of Profitable Sunrise, handling, directing, or controlling charitable proceeds and assets, and soliciting or participating in solicitation for charitable purposes, including Focus Up Ministries.

58. Defendant Albert Rosebrock may have participated in additional activities for Profitable Sunrise, NJF Global Group, Focus Up Ministries, or other entities that are not yet known.

59. The Attorney General alleges Counts 1 through 18 against Defendant Albert Rosebrock.
60. The Director of the Department of Commerce alleges Counts 19 through 23 against Defendant Albert Rosebrock.

7. Defendant David Frazer

61. Defendant David Frazer was at all relevant times an officer, trustee, employee, or agent of Focus Up Ministries. Defendant David Frazer directed or participated in activities giving rise to this action with respect to Profitable Sunrise, NJF Global Group, and Focus Up Ministries, including, but not limited to, handling, directing, or controlling charitable proceeds and assets and soliciting or participating in solicitation for charitable purposes, including Profitable Sunrise and Focus Up Ministries.
62. Defendant David Frazer may have participated in additional activities for Profitable Sunrise, NJF Global Group, Focus Up Ministries, or other entities that are not yet known.
63. The Attorney General alleges Counts one through 18 against Defendant David Frazer.

II. Activities of Defendants Which Give Rise to this Complaint

A. Profitable Sunrise's Solicitations

64. Profitable Sunrise employed an internet-based pyramid scheme that solicited investors/contributors with charitable and religious appeals and promises of large, unattainable returns on investments.
65. Profitable Sunrise solicited investors/contributors in Ohio and other states through its website, social media, and numerous promoters based in Ohio and other states, among other means.

66. Profitable Sunrise solicited investments/contributions at the web address www.profitablesunrise.com. However, on or about March 14, 2013 the website was either moved or shut down.
67. The Profitable Sunrise website was at all relevant times available to Ohio residents and provided contact information to "Sign Up," send e-mail through the site or to support@profitablesunrise.com, and fax to 407-264-6951.
68. Profitable Sunrise presented itself as a successful business that makes short-term, high interest loans (bridge loans) to other businesses at high interest rates. Profitable Sunrise claimed to have been in business for over six years.
69. Profitable Sunrise's website claimed that its "risk free" investment scheme provided returns of between 1.6 and 2.7 percent per business day. This would result in an effective annual percentage rate on investment of over 5,000 percent compounded at the 1.6 rate and over 75,000 percent at the 2.7 rate.
70. Profitable Sunrise represented that each bridge loan was insured against default and all investments by investors were insured against loss. Investors in Profitable Sunrise could invest as little as ten dollars in the scheme.
71. Profitable Sunrise's website contained the statements, "Get Richer with Every Sunrise," "Invest with Us," "Risk-free," "By putting your money to work with us, you will make the right decision," and "An investment with a certain rate of return and no chance of default."
72. Investors/contributors in Profitable Sunrise could choose to invest as individuals or join a "private group" of investors. Profitable Sunrise represented that individual investors could receive a rate of return of up to two percent, but members of private groups received a higher rate of return of over two percent.

73. As a way to prolong the scheme, Profitable Sunrise provided referral “bonuses” to those who brought in new investors.

74. The Profitable Sunrise website listed five investment contracts as follows: (1) "Starter Plan. The minimum investment is \$10.00. Interest rate is 1.6% per business day. Investment term is 180 business days. Compounding is available. Principal amount is returned upon maturity"; (2) "Regular Plan. The minimum investment is \$500.00. Interest rate is 1.8% per business day. Investment term is 180 business days. Compounding is available. Principal amount is returned upon maturity"; (3) "Advanced Plan. The minimum investment is \$2,500.00. Interest rate is 2% per business day. Investment term is 180 business days. Compounding is available. Principal amount is returned upon maturity"; (4) "Private Plan. This plan is available to groups only. All the details are discussed individually"; and (5) "Long Haul Plan," which is described as “a unique time-limited investment plan that any customer of Profitable Sunrise can invest into from November 1, 2012 till March 1, 2013. The plan is designed for 240 business days from the first deposit. The interest rate this plan pays is 2.7% and the 100% compounding rate is mandatory during the entire plan. Half-of the account principal accumulated in the every Long Haul account principal will be available for withdrawal in the week before Easter 2013. This is what we call the Easter Gift.”

75. The Profitable Sunrise website provided instructions for investing in Profitable Sunrise:

How can I invest with you and start earning money? First of all you need to open an account on our website. After that, you need to choose the payment method. We accept payments via Liberty Reserve, Perfect Money, SolidTrust Pay, EgoPay and Bank Wire Transfer. Next, you need to make a deposit into your Liberty Reserve, Perfect Money or SolidTrust Pay account and transfer into your Profitable Sunrise account.

76. The Profitable Sunrise website contained numerous charitable appeals and religious appeals, including Bible verses, as part of its solicitations for investments/contributions. For example, the Profitable Sunrise website states: "Invest with us – 'I have shown you all things, how that by so laboring ye ought to support the weak and to remember the words of the Lord Jesus, how He said, 'It is more blessed to give than to receive.' Acts 20:35.'"
77. The Profitable Sunrise website stated: "We allocate a significant amount of our earnings to charity as there are so many people out there that need help."
78. The Profitable Sunrise website stated: "By putting your money to work with us, you will make the right decision. You will not only increase your savings, but will also help those in need."
79. The "private groups" within Profitable Sunrise each sponsored a charity that would purportedly receive "funds" from Profitable Sunrise and/or its investors/contributors.
80. The Profitable Sunrise website referred to a "donate" button where investors/contributors could contribute portions of their daily interest to charity.
81. Profitable Sunrise offered and paid referral fees to certain individuals and private group leaders ("group leaders") who solicited new investors who purchased investments sold by Profitable Sunrise.
82. The referral fee was paid in accordance with a pyramid structure, with the group leader earning 5% commission on direct referrals ("level one") and further earning between 1-3% commission on investments made from investors who were referred to the group from level one investors.

83. After Profitable Sunrise came under scrutiny by the Divisions of Securities of multiple states, including Ohio, and federal authorities, the Profitable Sunrise website was taken down on or about March 14, 2013. As of that date, investors/contributors into Profitable Sunrise have been unable to obtain any invested funds and have not received any promised payouts, including the “Easter gift.”
84. On April 4, 2013, the U.S. Securities and Exchange Commission (“SEC”) filed a Complaint for Injunctive Relief in the United States District Court for the Northern District of Georgia, Atlanta Division under case number 1:13-CV-1104 (“SEC Complaint”).
85. The SEC Complaint named Inter Reef Ltd. d/b/a Profitable Sunrise as Defendant, as well as Melland Company S.R.O., Color Shock S.R.O., Solutions Company S.R.O. and Fortuna-K S.R.O. as Relief Defendants.
86. On April 15, 2013, the U.S. District Court issued an Order Granting Preliminary Injunction, Continuing Asset Freeze, and Granting Other Relief in response to the SEC Complaint (“U.S. District Court Order”).
87. In the U.S. District Court Order, the Court found that the investments sold by Inter Reef Ltd. were “securities” as defined under federal securities law and further found that Inter Reef failed to register those securities with the SEC, and no exemption from registration had been proven.
88. The U.S. District Court further found that Inter Reef sold its unregistered securities through misrepresentations and omissions of material fact and their sales of securities constitutes a device, scheme, and artifice to defraud.
89. In the U.S. District Court Order, the Court enjoined Inter Reef, Ltd. and its agents, servants, employees, attorneys and those persons in active concert or participation with them from

using mail or any instruments of transportation or communication to offer to sell, sell, or offer to buy any security until such security is lawfully filed for registration.

90. The U.S. District Court also continued the asset freeze on six (6) bank accounts located in the Czech Republic, Hungary, Australia, and Latvia, containing millions of dollars received from investors in Profitable Sunrise.

91. The investments offered for sale and sold by Profitable Sunrise were a “security” as defined by R.C. §1707.01(B).

92. The investments offered for sale and sold by Profitable Sunrise were not registered with the Ohio Department of Commerce, Division of Securities, and were not the subject of an exemption from registration.

93. Profitable Sunrise does not hold an active license as a securities dealer in Ohio.

94. R.C. §1707.14(A)(1) prohibits, with certain enumerated exceptions, any person from acting as a dealer, unless that person is licensed as a dealer by the division of securities.

B. NJF Global Group’s Solicitation of Profitable Sunrise

95. NJF Global Group’s website claimed that the Group was “A Private Endowment Community.”

96. During an investigatory hearing with the Division of Securities, Defendant Nancy Jo Frazer described the purported purpose of NJF Global Group as a “Private Endowment Community”:

[t]he purpose for us was that we were a charitable group and that through that people could do donations or endowments to help make a difference for other people. In other words, if they were prosperous and they liked the program and they liked what we were doing to volunteer to help them, they had the option, if they wished, to do something, to make a difference for someone else.

So it wasn't just about coming in and getting into a deal. *It was about doing something to help other people* (emphasis added).

97. NJF Global Group sponsored a charity that would supposedly receive funds connected to its group members' investments in Profitable Sunrise. NJF Group's sponsored charity was Defendant Focus Up Ministries.
98. Despite its claims to be a charitable organization, NJF Global Group operated as little more than a conduit for the sale of securities issued by Profitable Sunrise.
99. The membership of NJF Global Group consisted of investors/contributors into Profitable Sunrise.
100. NJF Global Group solicited the sale of securities on behalf of Profitable Sunrise through personal presentations, websites, social media, email communications, and videos and conference calls posted on the internet, among other means.
101. NJF Global Group communicated to its membership of Profitable Sunrise investors/contributors through videos, conference calls, emails, and NJF Global Group's website at www.njfglobalgroup.com. These communications contained information about the purposes and practices of Profitable Sunrise, Focus Up Ministries, and NJF Global Group.
102. NJF Global Group maintained an email address of njfglobal@yahoo.com, among other email addresses, from which it communicated with group members regarding matters related to Profitable Sunrise. Defendant Nancy Jo Frazer and those acting at her direction received and responded to these emails.
103. NJF Global Group published and used the phone numbers (419) 786-9640 for "Team Sign up and Funding Support" and (419) 636-9207 for presentations and 3-way calls.

Investors in Profitable Sunrise called the number to receive support related to Profitable Sunrise from persons related with NJF Global Group and Focus Up Ministries.

104. NJF Global Group's website stated that Profitable Sunrise was an "investment" program and included information straight from the Profitable Sunrise website regarding the five different contracts offered by Profitable Sunrise, the available payment options, and referral benefits, among other items.
105. NJF Global Group's website claimed "Other Private Groups in [Profitable Sunrise] are getting paid 1.6-1.8% per day. Our Group is getting 2.15% per business day because of the charity works we do around the world."
106. NJF Global Group solicited donations to Focus Up Ministries, offering assistance from NJF Global Group based on the amounts donated. This assistance was related to donor's activities in Profitable Sunrise, including assistance with soliciting new investors into Profitable Sunrise.
107. NJF Global Group, through Defendants Nancy Jo Frazer and Albert Rosebrock, solicited the sale of securities issued by Profitable Sunrise and received commissions between 1% and 5% for certain new group members who invested monies with Profitable Sunrise.
108. The commissions were deposited by an agent for Profitable Sunrise into various accounts held by Defendants with Profitable Sunrise and subsequently transferred into SolidTrust Pay accounts held by Defendants Nancy Jo Frazer and Albert Rosebrock.
109. After the commissions were transferred to Solid Trust Pay, Defendants Nancy Jo Frazer and Albert Rosebrock would withdraw funds onto a debit card which was then used directly to make personal purchases or used at a local ATM to withdraw cash.

110. NJF Global Group has never held an active license as a securities dealer, securities salesperson, investment adviser, or investment adviser representative with the State of Ohio, as required by R.C. 1707.14(A), R.C. 1707.16(A), R.C. 1707.141, and R.C. 1707.161.

C. Defendant Focus Up Ministries' Solicitation of Profitable Sunrise

111. Despite its claims of performing numerous charitable activities, Defendant Focus Up Ministries operated as little more than a channel for activities related to the Profitable Sunrise pyramid scheme.

112. All donations to Defendant Focus Up Ministries were directly tied to assistance with Profitable Sunrise investments. During an investigatory hearing with the Division of Securities, Defendant Nancy Jo Frazer stated: "...I think there were a few donations maybe back in October [2012] possibly. But then Roman – this is all Profitable Sunrise. We never took donations before that, to my knowledge."

113. Defendant Focus Up Ministries developed rewards for contributors involved with Profitable Sunrise based on the amounts donated. These rewards were described on the NJF Global Group website, the Focus Up Ministries website, and other presentations created by Defendant Nancy Jo Frazer and given to potential investor/contributors and posted on the internet. These rewards were designed to help investors/contributors engage in the sale of securities issued by Profitable Sunrise. Depending on the amount of each contribution to Focus Up Ministries, contributions would result in different levels of support with Profitable Sunrise.

114. Defendant Focus Up Ministries maintained a website at the address www.focusupministries.org. At times relevant to this Complaint the website contained information about the rewards provided to donors to Focus Up Ministries.

115. Contributors to Defendant Focus Up Ministries were placed on an email mailing list which provided updates on the Profitable Sunrise scheme.
116. Defendant Focus Up Ministries claimed to potential donors that it was a 501(c)(3) tax-exempt organization when it was not.
117. Defendant Nancy Jo Frazer stated that Defendant Focus Up Ministries had a global board of trustees when that was not the case.
118. Defendant Focus Up Ministries had no Board meetings after the foundational meeting on or about October 31, 2011 until June 2013.
119. Defendant Focus Up Ministries does not have bylaws, a conflict of interest policy, or any other governing documents other than Articles of Incorporation.
120. Focus Up Ministries received compensation and other remuneration under the guise of “donations” from investors in Profitable Sunrise, in exchange for assisting in the solicitation of securities.
121. Focus Up Ministries has never held an active securities dealer, securities salesperson, investment adviser, or investment adviser representative license in the State of Ohio as required by R.C. 1707.14(A), R.C. 1707.16(A), R.C. 1707.141, and R.C. 1707.161.

1. Defendant Focus Up Ministries’ Misuse of Assets Obtained as Donations from Investors in Profitable Sunrise

122. Defendant Focus Up Ministries employed and compensated multiple independent contractors. However, the central purpose of their employment was to communicate with and assist investors in Profitable Sunrise, rather than work towards any of the claimed charitable purposes of Defendant Focus Up Ministries.

123. Of the few grants actually provided by Defendant Focus Up Ministries, many were provided to individuals involved in Profitable Sunrise. The grants paid living expenses of individual grantees such as mortgage payments, heating/electric bills, and medical bills.
124. Defendants Nancy Jo Frazer, David Frazer, and Albert Rosebrock authorized expenditures from Focus Up Ministries' assets that were unrelated to the charitable purposes of Focus Up Ministries and were not charitable in nature. For example, Defendant Nancy Jo Frazer authorized the use of funds of Focus Up Ministries for her own personal expenses and expenses related to the Profitable Sunrise pyramid scheme.
125. Defendant David Frazer, as treasurer of Focus Up Ministries, authorized, and in some cases executed, payments made from the Focus Up Ministries bank account that were to his personal benefit.

D. Defendant Nancy Jo Frazer's Solicitation of Profitable Sunrise

126. Defendant Nancy Jo Frazer began promoting Profitable Sunrise in or around September 2012.
127. Defendant Nancy Jo Frazer was nominated and accepted by John/Jane Doe to have her own private group, NJF Global Group, within Profitable Sunrise.
128. Defendant Nancy Jo Frazer declared Defendant Focus Up Ministries as NJF Global Group's sponsored charity within Profitable Sunrise.
129. Defendant Nancy Jo Frazer utilized her leadership positions in NJF Global Group and Focus Up Ministries to operate those organizations as little more than agents of Profitable Sunrise.
130. Defendant Nancy Jo Frazer promoted the Profitable Sunrise investment scheme through multiple means, including Focus Up Ministries, NJF Global Group, the web sites associated

with those groups, and videos/conference calls created or participated in by Defendant Nancy Jo Frazer and posted onto the internet, among other means.

131. The information contained on NJF Global Group's and Defendant Focus Up Ministries' websites was either created or authorized by Defendant Nancy Jo Frazer.
132. Defendant Nancy Jo Frazer presented NJF Global Group as a charitable organization dedicated to helping investors/contributors in Profitable Sunrise pursue charitable endeavors. This included supporting Defendant Focus Up Ministries.
133. Defendant Nancy Jo Frazer claimed to "donate" her time as Vice-President of Focus Up Ministries to those who made donations to Defendant Focus Up Ministries. However, these "donations" of time were primarily related to assisting investors/contributors in Profitable Sunrise rather than any charitable activities.
134. Defendant Nancy Jo Frazer created several power point presentations that were provided to potential and existing contributors/investors in Profitable Sunrise and posted onto the internet. These presentations included information linking Profitable Sunrise, NJF Global Group, and Focus Up Ministries. These presentations also included information regarding the different investment contracts, charts displaying how return on the investments would compound within the scheme, and referral bonuses.
135. Defendant Nancy Jo Frazer's promotion of Profitable Sunrise included specific references to the charitable and religious purposes that would be furthered through investments/contributions into the scheme.
136. Upon information and belief, Defendant Nancy Jo Frazer stated the following to potential and existing investors on a conference call: "We are part of a charity, a giant charity. So

when people ask us what we do, we're supporting a global charity. That's what we do. And we are being blessed for doing that."

137. Defendant Nancy Jo Frazer solicited potential investors/contributors to Profitable Sunrise using much of the same information presented on the Profitable Sunrise website.

138. Defendant Nancy Jo Frazer claimed to have had multiple conversations with John/Jane Doe ("Roman Novak"). Defendant Nancy Jo Frazer relayed the contents of these communications to potential investors/contributors to Profitable Sunrise.

139. Defendant Nancy Jo Frazer instructed her group members in NJF Global Group and others to avoid terminology referring to Profitable Sunrise as an investment or a security. Instead, Defendant Nancy Jo Frazer instructed others to refer to Profitable Sunrise as a charity and to the investments as "fundraisers." For example, upon information and belief, Defendant Nancy Jo Frazer stated to potential and existing investors in a conference call, "You're not going to say securities because we are not talking in that language. Talk about the fundraisers in the charities. Everybody knows what that is. It's a good thing. It's a happy thing. It's not a bad thing."

140. As early as September 2012, Defendant Nancy Jo Frazer had concerns about the lack of documents and records produced to her by Roman Novak and Profitable Sunrise related to the bridge loans allegedly provided by Profitable Sunrise.

141. Defendant Nancy Jo Frazer admitted in her investigatory deposition that Roman Novak and Profitable Sunrise would not provide her with any documentation of the bridge loans allegedly provided by Profitable Sunrise and admitted that she knew these documents should exist.

142. In spite of her concerns, Defendant Nancy Jo Frazer continued to solicit new investors in Profitable Sunrise through NJF Global and Focus Up Ministries.
143. As early as September 2012, Defendant Nancy Jo Frazer had concerns that Roman Novak could not provide proper proof of insurance to show that all of the investments were insured after Frazer had requested this documentation.
144. In spite of her concern, Defendant Nancy Jo Frazer continued to solicit new investors in Profitable Sunrise through NJF Global and Focus Up Ministries.
145. During an investigatory hearing with the Division of Securities, Defendant Nancy Jo Frazer testified that she expressed her concern to current and potential investors about the lack of documentation only “if they asked about it.”
146. The power point presentations prepared and published by Defendant Nancy Jo Frazer to potential investors did not contain any information about the lack of bridge loan documentation and insurance certification provided by Roman Novak and Profitable Sunrise.
147. Defendant Nancy Jo Frazer received commissions ranging from 1% to 5% of the total investment amount, which were paid to her by Profitable Sunrise in exchange for soliciting new investments in Profitable Sunrise.
148. Defendant Nancy Jo Frazer has never held an active license as a securities dealer, securities salesperson, investment adviser, or investment adviser representative in the State of Ohio, as required by R.C. 1707.14(A), R.C. 1707.16(A), R.C. 1707.141, and R.C. 1707.161.

E. Defendant Albert Rosebrock’s Solicitation of Profitable Sunrise

149. Defendant Albert Rosebrock was a trustee of Focus Up Ministries and a member of the NJF Global Group within Profitable Sunrise.
150. Defendant Albert Rosebrock approved expenses out of the Focus Up Ministries bank account that were related to Profitable Sunrise, his own personal expenses, and the personal expenses of Defendants Nancy Jo and David Frazer.
151. Prior to soliciting investments on behalf of Profitable Sunrise, Defendant Albert Rosebrock was affiliated with Ad Surf Daily and Zeek Rewards.
152. Defendant Albert Rosebrock created and maintained two groups within Profitable Sunrise, one within the NJF Global Group and another individual group through which additional investors were solicited and invested with Profitable Sunrise.
153. Defendant Albert Rosebrock spoke with potential investors in Profitable Sunrise and sent e-mails to investors in Profitable Sunrise outlining the terms of the investment, including rates of return for investment in Profitable Sunrise.
154. In exchange for soliciting new investors, Profitable Sunrise provided Defendant Albert Rosebrock commissions ranging from 1% to 5% of the investment amounts.
155. These commissions were deposited into the account of Defendant Albert Rosebrock and NJF Global Group with Profitable Sunrise and eventually transferred to accounts held by Defendant Albert Rosebrock with SolidTrust Pay. The monies were then withdrawn by Defendant Albert Rosebrock from his SolidTrust Pay account.
156. In addition to general solicitation of investments in Profitable Sunrise, Defendant Albert Rosebrock also received certified checks, cash, or wire transfers from investors who were unable to wire money overseas directly.

157. Between September 2011 and April 2012, Defendant Albert Rosebrock received investment funds of at least \$24,000 from at least 35 investors in Profitable Sunrise.
158. After receiving the funds from investors, Defendant Albert Rosebrock deposited those funds into accounts held at Fifth Third Bank and State Bank and Trust and wired those funds to Profitable Sunrise accounts held overseas.
159. In exchange for receiving the investors' funds and transmitting them overseas to Profitable Sunrise, Defendant Albert Rosebrock would personally receive a wire transfer fee or "tip" between \$10.00 and \$45.00 from each investor.
160. In addition to the wire fee or "tip," Defendant Albert Rosebrock would receive from Profitable Sunrise commissions between 1% and 5% of the total investment amount he wired on behalf of investors.
161. On or about February 19, 2013 and February 27, 2013, Defendant Albert Rosebrock received two cashier's checks from investor J. Ellexson, an Oklahoma resident, in the aggregate amount of \$9,270.00 which were intended to be invested with Profitable Sunrise.
162. Both cashier's checks were deposited into the Huntington National Bank account held in the name of Focus Up Ministries, Inc.
163. Based on statements made by Defendant Albert Rosebrock to the Division during an investigatory hearing conducted April 29, 2013, money was transferred online from the Focus Up Ministries account with Profitable Sunrise to J. Ellexson's account with Profitable Sunrise.
164. The receipt, deposit, and transfer of funds by Defendant Albert Rosebrock was conducted in furtherance of the purchase and sale of investments issued by Profitable Sunrise.

165. Defendant Albert Rosebrock has never held an active license as a securities dealer, securities salesperson, investment adviser, or investment adviser representative with the State of Ohio, as required by R.C. 1707.14(A), R.C. 1707.16(A), R.C. 1707.141, and R.C. 1707.161.

**COUNT ONE
DECEPTIVE ACTS OR PRACTICES**

166. Paragraphs 1 to 165 are incorporated by reference as if fully stated herein.

167. R.C. § 1716.14(A)(1) prohibits those soliciting on behalf of a charitable organization or a charitable purpose from “[c]ommitting any deceptive act or practice as applied to the planning, conducting, or executing of any charitable solicitation of contributions.” Deceptive acts or practices are defined as knowingly misrepresenting any material fact related to the planning, conducting, or executing of any charitable solicitation, when the misrepresentation induces any person to make a contribution to a charitable organization or charitable purpose.

168. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that Profitable Sunrise was a charitable organization.

169. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that their donation would be

going to a charitable organization and/or a charitable purpose by representing or instructing others to represent that Profitable Sunrise utilized invested funds for charitable purposes.

170. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that donations to Focus Up Ministries would go towards charitable purposes when Defendants used donated monies for their own personal and/or other unlawful purposes.

171. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that Focus Up Ministries was a 501(c)(3) tax-exempt organization when that was not the case.

172. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that Focus Up Ministries had a global Board of Trustees.

173. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that assets invested/contributed to Profitable Sunrise were insured against loss.

174. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock committed deceptive acts or practices as applied to the planning, conducting, or executing of charitable solicitations in violation of R.C. § 1716.14(A)(1) by representing or instructing others to represent that assets invested/contributed to Profitable Sunrise would grow at a rate of over 2.0 percent compounded daily.

175. Paragraphs 168 through 174 are treated as separate violations of R.C. § 1716.14(A)(1), for which the Attorney General is entitled to an injunction and restitution and for which Defendants are liable to pay a civil penalty of up to \$10,000 for each violation pursuant to R.C. § 1716.16(B).

176. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock and other persons acting at Defendants' direction may have committed other deceptive acts not known at this time.

**COUNT TWO
MISLEADING AS TO MATERIAL FACTS**

177. Paragraphs 1 to 176 are incorporated by reference as if fully stated herein.

178. R.C. § 1716.14(A)(2) prohibits those soliciting on behalf of a charitable organization or a charitable purpose from "[m]isleading any person as to any material fact concerning the solicitation of contributions for a charitable organization or charitable purpose or concerning a charitable sales promotion.

179. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable

organization and/or a charitable purpose by representing to potential donors that their donation would be going to a charitable organization and/or a charitable purpose by representing or instructing others to represent that Profitable Sunrise was a charitable organization.

180. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable organization and/or a charitable purpose by representing to potential donors that their donation would be going to a charitable organization and/or a charitable purpose by representing or instructing others to represent that Profitable Sunrise utilized its funds for charitable purposes.

181. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable organization and/or a charitable purpose by representing to potential donors that donations to Focus Up Ministries would go towards charitable purposes when Defendants used donated monies for their own personal and/or other unlawful purposes.

182. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable organization and/or a charitable purpose by representing to potential donors that Focus Up Ministries was a 501(c)(3) tax-exempt when that was not the case.

183. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable organization and/or a charitable purpose by representing to potential donors that Focus Up Ministries had a global Board of Trustees.

184. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable organization and/or a charitable purpose by representing to potential donors that assets invested/contributed to Profitable Sunrise were insured against loss.

185. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock violated R.C. § 1716.14(A)(2) by misleading potential donors as to material facts concerning the solicitation of contributions for a charitable organization and/or a charitable purpose by representing to potential donors that assets invested/contributed to Profitable Sunrise would grow at a rate of over 2.0 percent compounded daily.

186. Paragraphs 179 through 185 are treated as separate violations of R.C. § 1716.14(A)(2), for which the Attorney General is entitled to an injunction and restitution and for which Defendants are liable to pay a civil penalty of up to \$10,000 for each violation pursuant to R.C. § 1716.16(B).

187. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock and other persons acting at Defendants' direction may have made other misleading statements not known at this time.

COUNT THREE
MISLEADING AS TO EXISTENCE OF CHARITABLE ORGANIZATION/PURPOSE

188. Paragraphs 1 to 187 are incorporated by reference as if fully stated herein.

189. R.C. § 1716.14(A)(5) prohibits those soliciting on behalf of a charitable organization or a charitable purpose from misleading any person in any manner in the belief, or making or using any representation to any person that implies, that the organization on whose behalf a solicitation or charitable sales promotion is being conducted is a charitable organization or that the proceeds of the solicitation or charitable sales promotion will be used for a charitable purpose if either of those is not the fact.

190. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock represented that Profitable Sunrise was a charitable organization and/or that proceeds from investors' contributions to Profitable Sunrise would be used for a charitable purpose, when that was not the fact.

191. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock represented that NJF Global Group was a charitable organization and/or that proceeds from investors' contributions through NJF Global Group would be used for a charitable purpose, when that was not the fact.

192. At times relevant to this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock represented that Focus Up Ministries was a charitable organization and/or that proceeds from investors' contributions to Focus Up Ministries would be used for a charitable purpose, when that was not the fact.

193. Paragraphs 190 through 192 are treated as separate violations of R.C. § 1716.14(A)(5), for which the Attorney General is entitled to an injunction and restitution and for which

Defendants are liable to pay a civil penalty of up to \$10,000 for each violation pursuant to R.C. § 1716.16(B).

194. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock and other persons acting at Defendants' direction may have made other misleading statements not known at this time.

**COUNT FOUR
FALSE OR MISLEADING INFORMATION TO THE ATTORNEY GENERAL**

195. Paragraphs 1 to 194 are incorporated by reference as if fully stated herein.

196. Ohio Revised Code Section 1716.14(A)(10) prohibits “[f]iling false or misleading information in response to a request from the attorney general under section 1716.15 of the Revised Code.”

197. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock provided false or misleading information to the Attorney General’s Office in response to requests for records and information including falsified meeting minutes for Focus Up Ministries and falsified information related to supposed reimbursements to Focus Up Ministries when those reimbursements did not occur.

198. In response to a records request from the Ohio Attorney General’s Office, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock provided documents purporting to be meeting minutes of Defendant Focus Up Ministries. The statements contained on this document are false, as Defendant Focus Up Ministries did not have meetings after its initial creation.

199. In response to a records request from the Ohio Attorney General’s Office, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock provided a

document that stated certain expenditures from the Focus Up Ministries bank account were reimbursed by Defendant Nancy Jo Frazer. However, a portion of the purported “reimbursements” did not occur.

200. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock, and other persons acting at Defendants’ direction may have made other false or misleading statements not known at this time.

**COUNT FIVE
BREACH OF FIDUCIARY DUTIES**

201. Paragraphs 1 to 200 are incorporated by reference as if fully stated herein.

202. Ohio Revised Code Section 1716.17 states in pertinent part: “Every person who solicits, collects, or expends contributions on behalf of a charitable organization or for a charitable purpose, or who conducts a charitable sales promotion, and every officer, director, trustee, or employee of that person who is concerned with the solicitation, collection, or expenditure of those contributions shall be considered a fiduciary and as acting in a fiduciary capacity.”

203. Ohio Revised Code Section 109.23(A) states: “charitable trust means any fiduciary relationship with respect to property arising under the law of this state or of another jurisdiction as a result of a manifestation of intention to create it, and subjecting the person by whom the property is held to fiduciary duties to deal with the property within this state for any charitable, religious or educational purpose.”

204. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock owed fiduciary duties to the charitable beneficiaries of Defendant Focus Up Ministries, NJF Global Group, and Profitable Sunrise, including the duty of care, the duty of loyalty, the duty to properly manage accounts, and the duty to comply with law, as well as other duties,

including, but not limited to, the duty to not waste charitable trust assets and to act in the best interest of the charities, resulting in loss and other damages to the charitable beneficiaries of Focus Up Ministries, NJF Global Group, and Profitable Sunrise.

205. Defendants violated their fiduciary duties of good faith by failing to act with the degree of care and skill which an ordinarily prudent person would have used in dealing with his or her own property.

206. Defendants violated their fiduciary duties of loyalty by diverting the charitable assets of Defendant Focus Up Ministries for their own personal use and to support a pyramid scheme and by placing their personal interests above the interests of Focus Up Ministries and its charitable beneficiaries.

207. Defendants violated their fiduciary duties to not commingle charitable assets of Defendant Focus Up Ministries with their own personal assets.

208. Defendants violated their fiduciary duties to account for all assets of Defendant Focus Up Ministries collected and expended for charitable purposes.

209. Defendants violated their fiduciary duties to use all the money or assets collected on behalf of Defendant Focus Up Ministries for charitable purposes.

210. Defendants violated their fiduciary duties to comply with law by, among other things, diverting the charitable assets of Defendant Focus Up Ministries to their own personal use and to support a pyramid scheme.

211. Defendants violated their fiduciary duties to preserve the charitable trust property of Defendant Focus Up Ministries for intended charitable trust purposes and to properly manage and maintain the charitable trust property for the benefit of the charitable beneficiaries.

212. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have breached their fiduciary duties, resulting in loss and other damages.

**COUNT SIX
FAILURE TO FILE A REGISTRATION STATEMENT**

213. Paragraphs 1 to 212 are incorporated by reference as if fully stated herein.

214. R.C. § 1716.02(A) requires every charitable organization to file a Registration Statement with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

215. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 1716.02(A) by failing to file a Registration Statement for Focus Up Ministries with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

**COUNT SEVEN
FAILURE TO FILE ARTICLES**

216. Paragraphs 1 to 215 are incorporated by reference as if fully stated herein.

217. R.C. § 1716.02(C)(1)(a) requires every charitable organization that is required to register under Chapter 1716 to file a copy of the current charter, articles of incorporation, agreement of association, instrument of trust, constitution, or other organizational instrument, and a copy of the bylaws of the charitable organization with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

218. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 1716.02(C)(1)(a) by failing to file a copy of the current charter, articles of incorporation, agreement of association, instrument of trust, constitution, or other organizational instrument of Defendant Focus Up Ministries and a copy of their bylaws with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

**COUNT EIGHT
FAILURE TO FILE A STATEMENT**

219. Paragraphs 1 to 218 are incorporated by reference as if fully stated herein.

220. R.C. § 1716.02(C)(1)(b) requires every charitable organization that is required to register under Chapter 1716 to file a statement setting forth the place where and the date when the charitable organization was legally established, the form of its organization, and its tax exempt status, with a copy of its federal tax exemption letter, with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

221. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 1716.02(C)(1)(b) by failing to file a statement setting forth the place where and the date when Defendant Focus Up Ministries was legally established, the form of its organization, and its tax exempt status, with a copy of its federal tax exemption letter, with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

**COUNT NINE
FAILURE TO FILE FEES**

222. Paragraphs 1 to 221 are incorporated by reference as if fully stated herein.

223. R.C. § 1716.02(D)(1) requires every charitable organization that is required to register under Chapter 1716 to pay registration fees with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

224. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 1716.02(D)(1) by failing to pay registration fees for Focus Up Ministries with the Ohio Attorney General before engaging in any charitable solicitation in Ohio.

COUNT TEN

FAILURE TO FILE FINANCIAL REPORT

225. Paragraphs 1 to 224 are incorporated by reference as if fully stated herein.
226. R.C. § 1716.04 requires every charitable organization that is required to register pursuant to Chapter 1716 of the Ohio Revised Code to file a financial report with the Ohio Attorney General.
227. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 1716.04 by failing to file a financial report for Focus Up Ministries with the Ohio Attorney General.

COUNT ELEVEN FAILURE TO COMPLY AND OPERATING IN VIOLATION OF CHAPTER 1716

228. Paragraphs 1 to 227 are incorporated by reference as if fully stated herein.
229. R.C. § 1716.14(A)(12) prohibits operating in violation of Chapter 1716 or failing to comply with Chapter 1716.
230. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 1716.14(A)(12) for the reasons stated above.

COUNT TWELVE NUISANCE

231. Paragraphs 1 to 230 are incorporated by reference as if fully stated herein.
232. R.C. 1716.14(B) provides “[t]he act of soliciting contributions for any charitable organization or charitable purpose or engaging in a charitable sales promotion without complying with the requirements of this chapter or any rule adopted pursuant to this chapter, is a nuisance.”
233. Under R.C. 1716.16(B), the Plaintiff State of Ohio may obtain injunctive relief without establishing irreparable harm; rather, the Plaintiff State of Ohio must only establish a

violation of a provision of Ohio Revised Code Chapter 1716 or that the requested order promotes the public interest.

234. As alleged in this Complaint, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated the Ohio Charitable Organizations Act, R.C. Chapter 1716 as stated above. Counts 1 through 12 are incorporated by reference in this Count.

235. If the activities of Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock are not abated and perpetually enjoined, further violations of the Ohio Charitable Organizations Act are imminent and will persist.

236. Under Ohio Revised Code Chapter 3767 and R.C. 1716.16(B), the Plaintiff State of Ohio is entitled to abate further violations of the Ohio Charitable Organizations Act by Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock and perpetually enjoin Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock from all acts of solicitation in the State of Ohio as defined in R.C. 1716.01(K).

**COUNT THIRTEEN
FAILURE TO REGISTER**

237. Paragraphs 1 to 236 are incorporated by reference as if fully stated herein.

238. R.C. § 109.26 requires every charitable trust established or active in Ohio to register with the Ohio Attorney General.

239. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have violated R.C. § 109.26 by failing to register Focus Up Ministries with the Ohio Attorney General as a charitable trust established or active in Ohio.

**COUNT FOURTEEN
FALSIFICATION**

240. Paragraphs 1 to 239 are incorporated by reference as if fully stated herein.
241. R.C. 2921.13 states, in pertinent part: “(A) No person shall knowingly make a false statement or knowingly swear or affirm the truth of a false statement previously made, when any of the following applies: (2) the statement is made with purpose to mislead a public official’s official function; ... (7) the statement is in writing on or in connection with a report or return that is required or authorized by law; ... (9) the statement is made with a purpose to commit or facilitate the commission of a theft offense; ... (11) the statement is made on an account, form, record, stamp, label, or other writing that is required by law.”
242. The Ohio Attorney General brings this action pursuant to R.C. § 2921.13(G) as a person injured by the false statements.
243. In response to a records request from the Ohio Attorney General’s Office, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock provided documents purporting to be meeting minutes of Defendant Focus Up Ministries. The statements contained on this document are false, as Defendant Focus Up Ministries did not have meetings after its initial creation. This statement was made with the intent to mislead the Attorney General’s Office in performing its official function.
244. In response to a records request from the Ohio Attorney General’s Office, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock provided a document that stated certain expenditures from the Focus Up Ministries bank account were reimbursed by Defendant Nancy Jo Frazer. However, a portion of the purported

“reimbursements” did not occur. These statements were intended to mislead the Attorney General’s Office in performing its official function.

245. Defendants’ false statements were made under the circumstances stated in Ohio Revised Code Section 2921.13(A)(2), (7), (9), and (11) and violate Ohio Revised Code Section 2921(A) for which the Attorney General is entitled to recover damages for these statements in an amount not yet determined consistent with Ohio Revised Code Section 2921.13(G), including, but not limited to, restitution and costs of attorney’s fees, investigation costs, and court costs.

246. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock and other persons acting at Defendants’ direction may have made further false statements not known at this time.

**COUNT FIFTEEN
COMMON LAW FRAUD**

247. Paragraphs 1 to 246 are incorporated by reference as if fully stated herein.

248. As alleged above, Defendants defrauded investors in Profitable Sunrise, contributors to Profitable Sunrise and Focus Up Ministries, the public, the Ohio Attorney General’s Office, the Ohio Department of Commerce, and the charitable beneficiaries of Profitable Sunrise and Focus Up Ministries through various means as alleged above.

249. Defendants and other persons acting at Defendants’ direction made false or misleading statements and representations to, or had reason to know of false and misleading statements and representations made to, individuals solicited by Defendants.

250. Defendants' statements and misrepresentations were purposeful, willful, wanton, and/or reckless and intended to mislead potential investors/contributors to Profitable Sunrise and contributors to Focus Up Ministries.

251. Investors in Profitable Sunrise, contributors to Profitable Sunrise and Focus Up Ministries, the public, the Ohio Attorney General's Office, the Ohio Department of Commerce, and the charitable beneficiaries of Profitable Sunrise and Focus Up Ministries, and other persons relied on those false or misleading statements and representations and have suffered damages.

**COUNT SIXTEEN
COMMON LAW CONVERSION**

252. Paragraphs 1 to 251 are incorporated by reference as if fully stated herein.

253. Ohio courts recognize the common law cause of action known as conversion. Conversion is the wrongfully exerted control over the personal property of another in a manner inconsistent with the owner's rights. An action in conversion may exist even when the possessor of the property did not come into possession wrongfully, but when the possessor subsequently uses the property wrongfully.

254. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of investors in Profitable Sunrise by taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes conversion.

255. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of the charitable beneficiaries of Profitable Sunrise by

- taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes conversion.
256. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of contributors to Focus Up Ministries by taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes conversion.
257. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of the charitable beneficiaries of Focus Up Ministries by taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes conversion.
258. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of Focus Up Ministries by taking proceeds collected for Focus Up Ministries and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes conversion.
259. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock's conduct constitutes conversion for which they are liable to pay damages in an amount not yet determined as restitution for loss of property collected or held on behalf of charitable purposes.
260. Plaintiff Ohio Attorney General is entitled to an order of this Court disgorging all amounts wrongfully retained by Defendants.
261. The Ohio Attorney General, in his role as *parens patriae*, protects charitable trusts and their beneficiaries who should have benefited from charitable trust assets, including the

assets raised or held on behalf of the charitable beneficiaries of Focus Up Ministries and Profitable Sunrise.

262. Because Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have proven incapable of appropriately managing and distributing charitable trust assets and solicitation proceeds collected and held for charitable purposes, the Ohio Attorney General is entitled to an order imposing a constructive trust over all proceeds raised or collected by Defendants for charitable purposes, including all amounts unjustly retained by Defendants, and an order enforcing such constructive trust. Moreover, the Ohio Attorney General requests that all assets and proceeds under constructive trust be transferred to legitimate charitable organizations benefiting similar charitable purposes within the discretion of the Court.

**COUNT SEVENTEEN
COMMON LAW UNJUST ENRICHMENT**

263. Paragraphs 1 to 262 are incorporated by reference as if fully stated herein.

264. When a party would be unjustly enriched by wrongly retaining property, the Court may impose a constructive trust upon that party, placing upon the party the duty in equity to convey the property to its rightful owner.

265. Ohio courts recognize the equitable remedy of constructive trust, and will apply the doctrine to prevent unjust enrichment of those who abuse their roles as trustees.

266. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of investors in Profitable Sunrise by taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes.

267. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of the charitable beneficiaries of Profitable Sunrise by taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes unjust enrichment.
268. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of contributors to Focus Up Ministries by taking proceeds collected for charitable purposes and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes unjust enrichment.
269. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of the charitable beneficiaries of Focus Up Ministries by taking proceeds collected for charitable purposes and using the money for their own personal and other unlawful purposes.
270. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock personally benefitted at the expense of Focus Up Ministries by taking proceeds collected for Focus Up Ministries and using that money for their own personal and other unlawful purposes. Defendants' conduct constitutes unjust enrichment.
271. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock were unjustly enriched when they retained charitable proceeds at the expense of charitable beneficiaries.
272. Because Defendants have been unjustly enriched, Plaintiff Ohio Attorney General is entitled to an order of this Court disgorging all amounts unjustly retained by Defendants.

273. The Ohio Attorney General, in his role as *parens patriae*, protects charitable trusts and their beneficiaries who should have benefited from charitable trust assets, including the assets raised or held on behalf of the charitable beneficiaries.

274. Because Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have proven incapable of appropriately managing and distributing charitable trust assets and solicitation proceeds collected and held for charitable purposes, the Ohio Attorney General is entitled to an order imposing a constructive trust over all proceeds raised or collected by Defendants for charitable purposes, including all amounts unjustly retained by Defendants, and an order enforcing such constructive trust. Moreover, the Ohio Attorney General requests that all assets and proceeds under constructive trust be transferred to legitimate charitable organizations benefiting similar charitable purposes within the discretion of the Court.

**COUNT EIGHTEEN
REFORMATION OF CHARITABLE TRUST**

275. Paragraphs 1 to 274 are incorporated by reference as if fully stated herein.

276. Ohio courts recognize the equitable doctrine of *cy pres* and courts will apply the doctrine when: (A) there is a viable charitable trust; (B) the donor evidenced a general charitable intent on establishing the trust; and (C) it has become impossible or impractical to carry out the specific purposes or terms of the trust.

277. Ohio case law recognizes the equitable doctrine of deviation. The Court may apply the doctrine when it deems it necessary or highly desirable in order to enable the trustee to perform the purposes of the trust. The Court may deviate from the terms of the trust if the provisions have become so restrictive as to impair accomplishment of the trust purposes.

278. Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock, and others acting at their direction solicited for charitable purposes and manifested an intention to create a charitable trust in favor of the charitable beneficiaries of Focus Up Ministries. As such, the funds raised or collected by Defendants may be used only for the charitable purposes set forth in the terms of the trust. Additionally, all charitable proceeds unjustly or illegally retained by Defendants are subject to the same charitable trust.
279. In donating money to Defendants for the benefit of charitable beneficiaries, the public manifested the intent to create a charitable trust in favor of the charitable beneficiaries of Focus Up Ministries. As such, the funds raised or collected by Defendants may be used only for the charitable purposes set forth in the terms of the trust. Additionally, all charitable proceeds unjustly or illegally retained by Defendants are subject to the same charitable trust.
280. The specific purposes and/or specific terms of the charitable trust have become impossible or impractical to perform due to the actions or inactions of Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock.
281. As an example of the frustration of purpose, Defendants have taken assets and proceeds under trust or hold such assets and have used them for their personal or other unlawful purposes.
282. As an example of the frustration of purpose, Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have wasted charitable assets and have not cared for the property under trust.
283. Plaintiff Ohio Attorney General is entitled to an order reforming the terms of the charitable trust, in order to most nearly fulfill the purposes of the charitable trust in accordance with the doctrines of *cy pres* or deviation.

284. Because Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock have proven incapable of appropriately managing and distributing charitable trust assets and solicitation proceeds collected and held for charitable purposes, the Ohio Attorney General requests an order reforming the charitable trust, dissolving the corporate entity Focus Up Ministries, removing the current trustees and officers from office, and distributing all assets and proceeds to legitimate charitable organizations benefiting similar charitable purposes.

**COUNT NINETEEN
UNLAWFUL SALE OF UNREGISTERED SECURITIES**

285. Paragraphs 1 to 284 are incorporated by reference as if fully stated herein.

286. R.C. 1707.44(C)(1) states in relevant part, “No person shall knowingly sell, cause to be sold, offer for sale, or cause to be offered for sale, any security which comes under any of the following descriptions: (1) Is not exempt..., has not been registered by coordination or qualification, and is not the subject matter of a transaction that has been registered by description.”

287. The securities issued by Profitable Sunrise were not exempt and were not registered for sale with the State of Ohio.

288. Defendants Focus Up Ministries, Nancy Jo Frazer, and Albert Rosebrock knowingly sold, offered for sale, or caused to be offered for sale unregistered securities issued by Profitable Sunrise, in violation of R.C. §1707.44(C)(1).

**COUNT TWENTY
SALE OF SECURITIES BY AN UNLICENSED PERSON OR ENTITY**

289. Paragraphs 1 to 288 are incorporated by reference as if fully stated herein.

290. R.C. §1707.44(A)(1) states, “No person shall engage in any act or practice that violates division (A), (B), or (C) of section 1707.14 or the Revised Code, and no salesperson shall sell securities in this state without being licensed pursuant to section 1707.16 of the Revised Code.”
291. R.C. §1707.14 and §1707.16 prohibit persons from acting as securities dealers or salespersons in Ohio without first obtaining the appropriate license issued by the Ohio Division of Securities.
292. "Dealer" is defined by R.C. §1707.01(E)(1) to include “every person, other than a salesperson, who engages or professes to engage, in this state, for either all or part of the person's time, directly or indirectly, either in the business of the sale of securities for the person's own account, or in the business of the purchase or sale of securities for the account of others in the reasonable expectation of receiving a commission, fee, or other remuneration as a result of engaging in the purchase and sale of securities.”
293. “Salesperson” is defined by R.C. 1707.01(F)(1) to include “every natural person, other than a dealer, who is employed, authorized, or appointed by a dealer to sell securities within this state.”
294. Defendants Focus Up Ministries, Nancy Jo Frazer, and Albert Rosebrock acted as securities dealers or salespersons within Ohio without maintaining proper licensure with the Ohio Division of Securities, in violation of R.C. §1707.44(A)(1).

COUNT TWENTY-ONE
ACTING AS AN INVESTMENT ADVISER OR INVESTMENT ADVISER
REPRESENTATIVE WITHOUT A LICENSE

295. Paragraphs 1 to 294 are incorporated by reference as if fully stated herein.

296. R.C. 1707.44(A)(2) states, "No person shall engage in any act or practice that violates division (A) of section 1707.141 or section 1707.161 of the Revised Code.
297. R.C. 1707.141 and R.C. 1707.161 prohibit persons from acting as investment advisers or investment adviser representatives without first obtaining the appropriate license issued by the Ohio Division of Securities.
298. "Investment adviser" is defined by R.C. 1707.01(X)(1) as "any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as a part of regular business, issues or promulgates analyses or reports concerning securities."
299. "Investment adviser representative" is defined by R.C. 1707.01(CC)(1) as "a supervised person of an investment adviser, provided that the supervised person has more than five clients who are natural persons other than excepted persons defined in division (EE) of this section, and that more than ten per cent of the supervised person's clients are natural persons other than excepted persons defined in division (EE) of this section."
300. Defendants Focus Up Ministries, Nancy Jo Frazer, and Albert Rosebrock acted as investment advisers or investment adviser representatives within Ohio without maintaining proper licensure with the Ohio Division of Securities, in violation of R.C. 1707.44(A)(2).

**COUNT TWENTY-TWO
FALSE REPRESENTATIONS IN THE SALE OF SECURITIES**

301. Paragraphs 1 to 300 are incorporated by reference as if fully stated herein.
302. R.C. §1707.44(B)(4) states, "No person shall knowingly make or cause to be made any false representation concerning a material and relevant fact, in any oral statement or in any

prospectus, circular, description, application, or written statement, for any of the following purposes: (4) Selling any securities in this state.”

303. Defendants Focus Up Ministries, Nancy Jo Frazer, and Albert Rosebrock knowingly made or caused to be made false representations to investors and potential investors concerning material and relevant facts concerning the profitability of their investments, the guaranteed payment of return, the charitable purpose of the NJF Global Group and Focus Up Ministries, and the use of investment proceeds by the Defendants and Profitable Sunrise.

304. These false representations were made for the purpose of selling securities in or from Ohio.

305. Defendants Focus Up Ministries, Nancy Jo Frazer and Albert Rosebrock violated R.C. §1707.44(B)(4).

COUNT TWENTY-THREE SECURITIES FRAUD

306. Paragraphs 1 to 305 are incorporated by reference as if fully stated herein.

307. R.C. §1707.44(G) states, “No person in purchasing or selling securities shall knowingly engage in any act or practice that is, in this chapter, declared illegal, defined as fraudulent, or prohibited.”

308. R.C. §1707.01(J) defines “fraud” to include anything recognized on or after July 22, 1929, as such in courts of law or equity; any device, scheme, or artifice to defraud or to obtain money or property by means of any false pretense, representation, or promise; any fictitious or pretended purchase or sale of securities; and any act, practice, transaction, or course of business relating to the purchase or sale of securities that is fraudulent or that has operated or would operate as a fraud upon the seller or purchaser.”

309. Defendants Focus Up Ministries, Nancy Jo Frazer, and Albert Rosebrock failed to inform investors of the substantial risk of loss of their investments, the true nature of their investments and related donations, and the lack of paperwork and due diligence conducted by them regarding Profitable Sunrise and Roman Novak.

310. In choosing not to inform investors and potential investors about material and relevant facts related to their investments in Profitable Sunrise, in providing false information about the use of investment proceeds by the Defendants and Profitable Sunrise, and in characterizing the investments and donations related to Profitable Sunrise as “charitable,” Defendants Focus Up Ministries, Nancy Jo Frazer and Albert Rosebrock knowingly engaged in a scheme to defraud investors and obtain money by means of false pretenses, false representations, and false promises and violated R.C. §1707.44(G).

PRAYER FOR RELIEF

WHEREFORE, pursuant to his statutory and common law authority to protect charitable assets and to prevent their abuse, the Attorney General on behalf of Plaintiff State of Ohio respectfully requests the following judgments and relief:

A. Abate the nuisance arising from violations of R.C. Chapter 1716 and permanently enjoin Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock from all further charitable solicitations in the State of Ohio;

B. Grant immediate equitable and statutory relief freezing the accounts of Defendants and any other accounts used to perpetuate illegal activities and attach all assets commingled or otherwise accumulated or acquired with charitable proceeds;

C. Grant a permanent injunction and perpetually enjoin Defendants Nancy Jo Frazer, David Frazer, and Albert Rosebrock from holding any position as an officer, trustee, or employee of any nonprofit corporation or association in the State of Ohio;

D. Grant a preliminary and permanent injunction prohibiting Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock from soliciting in the state of Ohio for charitable purposes;

E. Impose a constructive trust over all assets unjustly or illegally retained by Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock and order Defendants to disgorge all assets held under that constructive trust to the Ohio Attorney General for distribution to other charitable organizations;

F. Order Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock to pay restitution and compensatory damages, including interest for all amounts unjustly or illegally retained by Defendants, to the Ohio Attorney General for distribution to other charitable organizations;

G. Declare the terms of the charitable trust, and enter an order enforcing those terms in a manner consistent with this Complaint including dissolving Focus Up Ministries, removing the current trustees from office, and distributing all assets and proceeds to other charitable organizations;

H. Reform the charitable trust in accordance with the doctrine of *cy pres* or deviation, including dissolving Defendant Focus Up Ministries,

removing the current trustees from office, and distributing all assets and proceeds to other charitable organizations;

I. Order Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock, under R.C. 1716.16(B), to pay Plaintiff State of Ohio a civil penalty of up to \$10,000 for each violation as alleged in this Complaint, including any violations occurring after the filing of the Complaint;

J. Award punitive damages in an amount that is just and appropriate for Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock's malfeasance;

K. Award Plaintiff State of Ohio reasonable attorney fees, expenses, and costs of investigation and litigation;

L. Award joint and several liability against Defendants Focus Up Ministries, Nancy Jo Frazer, David Frazer, and Albert Rosebrock.

M. Grant Plaintiff State of Ohio such other relief as the Court deems proper and necessary.

WHEREFORE, pursuant to R.C. 1707.26 and R.C. 1707.27, Plaintiff demands the Court order the following relief:

1. Temporarily, preliminarily, and permanently enjoin Defendants Focus Up Ministries, Inc., Nancy Jo Frazer a/k/a Nanci Jo Frazer and Albert Rosebrock, under their names or any other names, their agents, servants, representatives, employees, partners, officers, directors, successors, and assigns, personally or through any other device, from engaging in the following acts:

- a. Selling, offering to sell, or otherwise transferring securities in violation of R.C. 1707.44, and/or any other provision of the Ohio Securities Act, R.C. 1707.01 through R.C. 1707.99;
 - b. Selling, offering to sell, or otherwise issuing securities that are not in compliance with the provisions of the Ohio Securities Act, R.C. 1707.01 through R.C. 1707.45, *et seq.* without prior approval of this court;
 - c. Buying, selling or transferring any real estate without prior approval of this court;
 - d. Transferring, selling, converting, disposing of, spending, or otherwise exercising authority over any funds or property belonging to Defendants, or that which was created, paid for, or financed by Profitable Sunrise or Focus Up Ministries, Inc.
 - e. Engaging in any deceptive, fraudulent, or manipulative act, practice, or transaction in connection with the sale of securities in violation of R.C. 1707.01 to R.C. 1707.45; and
 - f. Destroying, mutilating, concealing, or altering or disposing of in any manner any of the books, records, documents, correspondence, sales literature, or other property of Defendants including, but not limited to, property that relates to or refers to sales of securities.
2. Impose a constructive trust over the assets of Focus Up Ministries, Inc., and all assets related to or derived from the named entities, Profitable Sunrise or Inter Reef, Ltd, which are within the authority and control of Nancy Jo Frazer, David Frazer, and/or Albert Rosebrock, and/or their agents, employees, partners, officers, directors, affiliates,

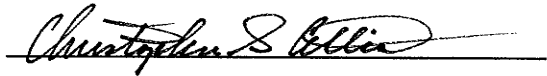
successors, or assigns, and appoint the Attorney General of the State of Ohio as Trustee for the identified assets, with the authority, if necessary, to liquidate the assets of them for the benefit of investors and donors.

3. Order restitution pursuant to R.C. 1707.261.
4. Any other necessary and appropriate relief.

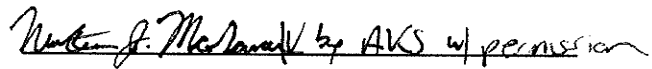
Very respectfully submitted,

MIKE DEWINE
Ohio Attorney General

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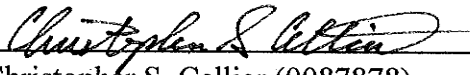


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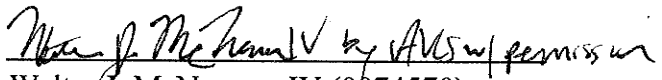


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THE ATTORNEY GENERAL AND THE DIRECTOR OF THE OHIO DEPARTMENT
OF COMMERCE HEREBY REQUESTS TRIAL BY JURY ON THOSE ISSUES SO
TRIABLE.



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