

**ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA**

IN THE MATTER OF:

**Raymond Restrepo a/k/a Raymond
Restrepo Correa a/k/a Raymond
Correa a/k/a Raymond Joseph
Restrepo a/k/a Raymond Parsons a/k/a
Raymond Joseph Parsons a/k/a Joseph
Parsons a/k/a Davis Parsons a/k/a
Raymond David Parsons; and Fargo
Renewables Inc. a/k/a Fargo
Renewables Engineering Group Inc.,**

Respondents.

ORDER TO CEASE AND DESIST

Matter No. 20235298

I. PRELIMINARY STATEMENT

Pursuant to the authority granted to the Securities Commissioner of South Carolina (the “Securities Commissioner”) under the South Carolina Uniform Securities Act of 2005, S.C. Code Ann. §35-1-101, *et seq.* and the regulations and rules promulgated thereunder (collectively, the “Act”), and delegated to the Securities Division of the Office of the Attorney General of the State of South Carolina (the “Division”) by the Securities Commissioner, the Division conducted an investigation into the securities-related activities of Raymond Restrepo a/k/a Raymond Restrepo Correa a/k/a Raymond Correa a/k/a Raymond Joseph Restrepo a/k/a Raymond Parsons a/k/a Raymond Joseph Parsons a/k/a Joseph Parsons a/k/a Davis Parsons a/k/a Raymond David Parsons (“Restrepo”) and Fargo Renewables, Inc. a/k/a Fargo Renewables Engineering Group, Inc. (“Fargo Renewables”) (collectively, the “Respondents”), and in connection with its investigation, the Division has determined that the Respondents violated the Act.

II. JURISDICTION

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

III. RELEVANT PERIOD

2. Except as otherwise expressly stated, the conduct described herein occurred between approximately January 1, 2021, through the present (the “Relevant Period”).

IV. RESPONDENTS

3. Upon information and belief, Restrepo was a resident of Florida, Washington State, and Idaho during the Relevant Period.¹

4. According to records maintained by the Washington State Secretary of State, Fargo Renewables was a Washington State corporation that was incorporated on August 12, 2021. At the time of incorporation, Restrepo listed himself as the incorporator and registered agent located at 1017 Industry Drive, Tukwila, Washington, 98188.² Thereafter, Registered Agents, Inc., located at 100 N Howard St. Ste. R. Spokane, Washington 99201, was designated as the commercial registered agent for the company.

5. Restrepo solely managed and operated Fargo Renewables.

6. Restrepo claimed that Fargo Renewables’s “holding company” was an entity called Magnatix, Inc. (“Magnatix”).

¹ Restrepo may have also resided in Colorado and Utah during the Relevant Period.

² Certain documents obtained by the Division reflect that Fargo Renewables also claimed to be located at 1155 Kelly Johnson Blvd., Colorado Springs, CO 80920, and 433 Plaza Real STE 275-276 Boca Raton, FL 33432.

7. Fargo Renewables was administratively dissolved by the Washington State Secretary State on January 3, 2025.

V. RELATED PARTIES

8. Restrepo claimed that Magnatix is the “holding company” of Fargo Renewables. The Division’s investigation found no record of Magnatix.

9. Revkor Energy Holding, Inc. a/k/a Revkor Holdings, Inc.³ (“Revkor”) is a Utah corporation formed on February 14, 2023, with the last known principal place of business located at 71 S 200 East, 3rd Floor, Salt Lake City, Utah 84111. Restrepo is the president of Revkor, and Revkor operates a website accessible at revkorholdings.com.

10. Restrepo has claimed that Revkor is a renewable energy company that manufactures solar cells and modules.

VI. FINDINGS OF FACT

11. Fargo Renewables business model allegedly revolved around providing electrical and repair services in the industrial and commercial field.

12. In March of 2022, an associate of Restrepo’s introduced Restrepo to a South Carolina investor (the “SC Investor”), to whom Restrepo made numerous representations about his experience and that of Fargo Renewables. Restrepo’s representations included the following:

- i. that Fargo Renewables built electric car charging stations;
- ii. that Restrepo and Fargo Renewables were involved in solar energy, highway street and bridge construction, and civil engineering;

³ Restrepo has claimed that Revkor Holdings, Inc. is located in Miami, Florida, but the Division’s investigation found no record of this company in Florida.

- iii. that Restrepo and Fargo Renewables held many exclusive contracts to build and install electronic car chargers with the United States Department of Defense, a nationwide telecommunications company, and others;
- iv. that Restrepo was a retired marine; and
- v. that Restrepo had an “electrical engineering license.”

13. Restrepo and his business associate discussed their list of clients and projects with the SC Investor, and Restrepo offered the SC Investor an opportunity to invest in Fargo Renewables.

14. On March 23, 2022, the SC Investor signed a stock purchase agreement (the “Purchase Agreement”) with Restrepo and Fargo Renewables to pay \$500,000 in exchange for (1) 1.50% ownership⁴ in Fargo Renewables and (2) a dividend that would be paid quarterly in an amount based on Fargo Renewable’s total net income. In accordance with the Purchase Agreement, the SC Investor wired \$250,000 to Restrepo’s bank account upon signing and wired the remaining \$250,000 on March 31, 2022.

15. From April to June of 2022, Restrepo made the following representations to the SC Investor:

- i. that Fargo Renewables exceeded its first quarter goals;
- ii. that Restrepo obtained a six-year contract from the United States Department of Defense to place electric car charging stations on every military base in the United States; and

⁴ According to Restrepo’s corporate filings with the Washington State Secretary of State’s Office, Fargo Renewables issued 500,000 shares of common stock. If the SC Investor’s “ownership” of Fargo Renewables was in fact 1.5%, the value of Fargo Renewables would be over \$33 million.

- iii. that Restrepo was planning to form other companies that would work in tandem with Fargo Renewables.
16. Unexpectedly, the SC Investor needed to liquidate some of her Fargo Renewables stock.
17. Thereafter, the SC Investor spoke with Restrepo about selling half of her interest in Fargo Renewables, but he offered her the option of sending dividend payments instead. The SC Investor accepted this offer, but Restrepo never sent her the promised money.
18. In November of 2022, the SC Investor again reached out to Restrepo about selling her stock to him, and he agreed to buy the stock back and return her principal with interest. However, Restrepo stated that because he was out of state he wanted to find an attorney in South Carolina to assist them with the transaction. After Restrepo failed to follow through with this promise, the SC Investor threatened legal action. In response to the SC Investor's threat of legal action against Restrepo, he sent her an email stating that he would contact her regarding the stock buyback after the company's 2022 taxes were completed and that the buyback process would take some time to effectuate.
19. In May of 2023, Restrepo told the SC Investor that he was ready to repurchase her stock and claimed there would be a substantial payout to her.
20. In June 2023, after he failed to fulfill this promise to send her money for the Fargo Renewables stock, the SC Investor reported Restrepo to the United States Federal Trade Commission and the Federal Bureau of Investigation. After her complaint was filed with these offices, she sent Restrepo a picture of a letter she received from the FBI, which indicated that she could be a victim of fraud.

21. In August of 2023, Restrepo acknowledged in a text message to the SC Investor that he was aware of her frustration, that he was about to finalize returning her investment, and that he had contacted an attorney about preparing a stock buyback agreement to return her investment along with additional stock in one of his other companies, Magnatix. At the end of August, Restrepo transferred \$50,000 to the SC Investor and promised to send her \$25,000 each month thereafter until the promised funds were paid in full. However, the SC Investor never spoke with Restrepo's attorney; the SC Investor was not provided a written buyback agreement; and Restrepo failed to respond to emails the SC Investor sent to him.

22. In September of 2023, Restrepo finally responded to the SC Investor's entreaties. In a message to her, Restrepo claimed that he had been busy and that he now wanted to enter into a buyback agreement with the SC Investor. He also asked the SC Investor for help in locating an attorney to assist them with drafting a buyback agreement. He again claimed the buyback agreement would include the return of her original investment and shares of stock in Magnatix. Restrepo also claimed that Revkor was going to reach \$2.6 billion in sales in three years and that it already had seven years of backlog orders. The SC Investor understood that the income from Revkor would be used to effectuate the buyback of stock. Restrepo promised to send the SC Investor a five- and ten-year pro forma for the construction of Revkor's solar factory.

23. In October of 2023, Restrepo told the SC Investor that Revkor was going to provide him the necessary liquidity to repurchase her shares of Fargo Renewables stock. Restrepo sent the SC Investor a copy of the "Revkor Solar Plan Layout," which included (1) an organization chart; (2) a Revkor State of Florida Incentives application; and (3) a 1% and 2% "EBITDA" (earnings

before interest, taxes, depreciation, and amortization) breakdown reflecting that the factory would be built in Florida.⁵

24. In November of 2023, Restrepo promised to make a wire transfer to the SC Investor but then informed her that he was having problems with his bank. He promised to send her all of the money he owed plus interest by early January 2024.

25. On May 6, 2024, the SC Investor, Restrepo, and Fargo Renewables entered into a written stock buyback agreement (the “Buyback Agreement”), wherein Restrepo agreed to repurchase the shares of Fargo Renewables stock from the SC Investor plus 10% interest. The Buyback Agreement also provided that Restrepo would transfer to the SC Investor shares of stock in Magnatix.

26. The Buyback Agreement provided that Restrepo would pay a total of \$486,931.41 in three installments as follows:

i.	5/25/2024	\$152,310.47
ii.	6/25/2024	\$167,310.47
iii.	7/25/2024	\$167,310.47

27. At the time of the execution of the Buyback Agreement, Restrepo had paid the SC Investor \$90,000.

28. The Buyback Agreement also provided that upon making the installment payments in full and on time, a “springing release” would be triggered that would hold Restrepo harmless

⁵ The Revkor website claims that the manufacturing facility is in Salt Lake City, Utha and that the Corporate Office is located in Miami, Florida. See, <https://www.revkorholdings.com/contact> (last visited March 25, 2025). The Florida Division of Corporations has no record of a company called Revkor being incorporated in Florida.

“[f]rom any and all liens, encumbrances, civil liabilities, or criminal liabilities associated with the [Fargo Renewables stock].”

29. After executing the Buyback Agreement, Restrepo never transferred any money to the SC Investor.

VII. CONCLUSIONS OF LAW

30. Paragraphs 1 through 29 are incorporated by reference as though fully set forth herein.

31. The Fargo Renewables stock is a security, pursuant to S.C. Code Ann. § 35-1-102(29).

32. The Fargo Renewables stock was not registered with the Division and no exemption from registration pursuant to S.C. Code Ann. Sections 35-1-201 or 35-1-202 has been claimed.

33. The Respondents offered and sold unregistered securities in violation of S.C. Code Ann. § 35-1-301.

34. The Respondents, by and through Restrepo, in connection with the offer, sale, or purchase of a security, directly or indirectly: (1) employed a device, scheme, or artifice to defraud; (2) made untrue statements of a material fact or omitted to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (3) engaged in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person, in violation of S.C. Code Ann. § 35-1-501.

35. Each violation of S.C. Code Ann. § 35-1-301 and S.C. Code Ann. § 35-1-501 is a separate violation of the Act.

36. The Respondents violated the Act at least six times.

37. The Respondents' violations of the Act set forth above provide the basis for this Order, pursuant to S.C. Code Ann. § 35-1-604.

38. This Order is appropriate and in the public interest, pursuant to the Act.

VIII. ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. Each of the Respondents and every successor, affiliate, control person, agent, servant, and employee of each of the Respondents, and every entity owned, operated, or indirectly or directly controlled by or on behalf of each of the Respondents shall **CEASE AND DESIST** from transacting business in this State in violation of the Act; and
- b. Respondents shall jointly and severally pay to the Division a civil penalty of sixty thousand dollars (\$60,000.00) if this Order becomes effective by operation of law, or, if a Respondent seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed ten thousand dollars (\$10,000.00) for each violation of the Act by the Respondent(s).

IX. NOTICE OF OPPORTUNITY FOR HEARING

Each of the Respondents is hereby notified that it has the right to a formal hearing on the matters contained herein. To schedule a hearing, a Respondent must file with the Division within thirty (30) days after the date of service of this Order, a written Answer specifically requesting a hearing. If any Respondent requests a hearing, the Division, within fifteen (15) days after receipt of a written request, will schedule a hearing for that Respondent. The written request shall be

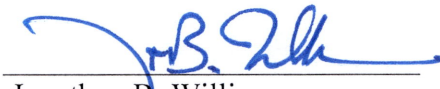
delivered to the Office of the Attorney General, 1000 Assembly Street, Columbia, South Carolina 29201, or mailed to the Office of the Attorney General, Attention: Securities Division, P.O. Box 11549, Columbia, South Carolina 29211-1549.

In the written Answer, a Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation in this Order, shall set forth the specific facts on which the Respondent relies, and shall set forth concisely the matters of law and affirmative defenses upon which the Respondent relies. If the Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, the Respondent shall so state.

Failure by a Respondent to file a written request for a hearing in this matter within the thirty-day (30) period stated above shall be deemed a waiver by that Respondent of the right to such a hearing. Failure by a Respondent to file an Answer, including a request for a hearing, shall result in this Order's becoming final by operation of law. The regulations governing the hearing process can be found at S.C. Code of Regulations § 13-604.

This Order does not prevent the Division or any agency from seeking additional remedies as are available under the Act, including remedies related to the offers and sales of securities by the Respondents set forth above.

ENTERED, this the 15TH day of April, 2025.


Jonathan B. Williams
Assistant Deputy Attorney General