

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: _____

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**ALEXANDRA ROBERT,
CHALALA ACADEMY LLC, and
LENDVESTING ACADEMY CORP.,**

Defendants.

**COMPLAINT FOR INJUNCTIVE AND OTHER RELIEF
AND DEMAND FOR JURY TRIAL**

Plaintiff Securities and Exchange Commission (the “Commission”) alleges as follows:

I. INTRODUCTION

1. The Commission brings this action as a result of an offering fraud conducted by Chalala Academy LLC (“Chalala”), Lendvesting Academy Corp. (“Lendvesting”), and Alexandra Robert (“Robert”), CEO and owner of both companies (collectively “Defendants”). From at least May 2020 through August 2021, Defendants fraudulently raised approximately \$900,000 from at least 80 investors, mostly Haitian and Haitian-Americans living in South Florida, by an unregistered offering of “investment programs” falsely promising guaranteed returns of up to 48%. Defendants falsely told investors that they would make interest generating loans to small businesses that would otherwise not qualify for traditional financing, thereby providing investors with high fixed returns.

2. In order to carry out the scheme, Defendants made material misrepresentations to investors, publicly claiming, among other things, to have raised in excess of \$4 million from over

1,000 investors. However, Defendants grossly misrepresented to investors the investor pool size, Defendants' investment experience, the amount of capital raised and profits distributed, investment risks, and the source of the "guaranteed" returns.

3. Instead of executing an investment strategy designed to generate the promised returns, Defendants misappropriated approximately \$200,000 of investor funds and used other investor funds to make Ponzi-like distributions.

4. As a result of the conduct alleged in this Complaint, Chalala, Lendvesting, and Robert violated Sections 5(a) and (c) the Securities Act of 1933 (the "Securities Act"), [15 U.S.C. §§ 77e(a) and (c)], Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], and Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. §§ 240.10b-5].

5. Unless enjoined, Defendants are reasonably likely to continue to violate the federal securities laws.

II. DEFENDANTS AND RELATED ENTITIES

6. Robert, age 23, resides in Lantana, Florida. At all relevant times, Robert was the CEO and owner of Chalala and Lendvesting.

7. Chalala was a Florida limited liability company formed by Robert in May 2020 with its principal place of business in Boynton Beach, Florida. Chalala is now defunct and was administratively dissolved in September 2021.

8. Lendvesting is a Florida-registered corporation formed by Robert in 2021 with its principal place of business in West Palm Beach, Florida. Lendvesting was previously a d//b/a of Chalala, i.e. "Lendvesting powered by Chalala Academy LLC." Chalala and Lendvesting's conduct is the same and occurred in overlapping time-periods, and Chalala was the actual issuer

of the securities. For simplicity, references to Chalala will include both Chalala and Lendvesting unless there is a factual need to differentiate between the two entities.

9. Robert owned and controlled both Chalala and Lendvesting and used them to engage in securities fraud.

III. JURISDICTION AND VENUE

10. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1), and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d)(1), and 77v(a)], Sections 21(d) and 27 of the Exchange Act [15 U.S.C. §§ 78u(d) and 78aa].

11. This Court has personal jurisdiction over Defendants, and venue is proper in this District because many of the acts and transactions constituting violations of the Securities Act and Exchange Act occurred in this District.

12. In connection with the conduct alleged in this Complaint, Defendants, directly and indirectly, singly or in concert with others, made use of the means or instrumentalities of interstate commerce, the means or instruments of transportation or communication in interstate commerce, or the mails.

IV. DEFENDANTS' ACTS IN VIOLATION OF THE SECURITIES LAWS

A. Defendants' Unregistered Investment Programs

13. In May 2020, Robert, on behalf of Chalala, began offering unregistered investments to U.S.-based investors. These offerings targeted, in particular, investors of Haitian and Haitian-American backgrounds.

14. No registration statement was filed or in effect with the Commission pursuant to the Securities Act with respect to the securities Defendants offered and sold, and no exemption from registration existed with respect to these securities.

15. Chalala advertised itself online and via social media outlets as “a zero-risk investment company based in West Palm Beach, Florida . . . guarantee[ing] investors extremely high returns.” In February 2021, Chalala’s website claimed the company had over “1,000 active clients,” “\$800,000 in [its] monthly portfolio,” and “\$2.6 mil[lion] in profit distribution[s].”

16. Defendants told investors their investments were “risk-free” and “guaranteed,” and they posted promotional videos on a social media platform in Haitian Creole encouraging viewers to invest. Defendants also relied on word-of-mouth referrals from other investors as well as members of the local South Florida Haitian/Haitian-American community.

17. Defendants offered investors various “investment programs,” all touting guaranteed returns, that ranged from a two-month program requiring \$2,000 with a 42% guaranteed return to a six-month program requiring an investment of \$1 million and promising a \$750,000 return. One Chalala social media post advertised a promotional investment program offering a 30-70% profit for a one-month investment and a similar social media promotion advertised in Creole. In apparent support of Chalala’s investment success, the company’s website included several purported investor testimonials, including one stating: “‘Such an amazing opportunity . . . Just after two months of working with Chalala Investment I made a \$5,500 profit! Thank you so much.’ – John H.”

18. Defendant Robert told prospective investors that Chalala pooled investor funds and used investor proceeds to make loans to small business borrowers that did not otherwise qualify for financing through more traditional lenders. One version of Chalala’s investment agreement stated Chalala is a “leading expert in the financing industry such as providing high investment profits, apps, loan services, business consulting, [sic] build websites, social media graphic design, [sic] building Chalala brand name, and asset servicing.”

19. Chalala purportedly obtained its investment returns from the interest paid by the borrower and then used the interest to pay investors the promised returns pursuant to the investment program selected by each respective investor. Beyond selecting a specific investment program, which outlined the investment amount, returns, and the term of the investment, investors did not have any input in Chalala's borrower selection process.

20. Chalala's investment documents also represented that its investments were "risk-free." The documents analogized Chalala's fixed-return investment offerings to bonds and stated that Chalala's "investor loss rate is 0%." Investors in several states signed up to invest via an online form through Chalala's website, after which investors received investment documents for their signature via DocuSign along with wiring instructions for sending funds to Chalala's U.S. bank accounts controlled by Robert.

21. Defendants engaged in general solicitation activities in offering and selling investments in the purported investment programs. Defendants had no pre-existing relationship with most of the investors, many of whom were referred via word of mouth and social media sites. Robert had no personal knowledge of these investors' financial circumstances, never inquired as to whether they were accredited, and did not take any steps to determine or verify their financial condition. At least two of the investors who invested with Chalala were unaccredited.

22. Investors furnished capital contributions to Chalala and Robert through Chalala's investment programs. Purported profits from investments were derived "solely from the efforts" of Chalala because, as represented by Robert, Chalala exercised exclusive control over the selection of investments purportedly generating investor returns. Chalala investors relied on Chalala and Robert to invest their funds with no expectation that the investors themselves would be required to participate in efforts to generate returns.

B. Defendants Materially Misrepresented Defendants' Size, Experience, the Safety of the Investment, and Use of Investor Funds

23. Chalala's public claims about having "more than 1,000 active investors," having raised up to \$4 million, making over "\$2.6 million in profit distributions," and investments being "zero-risk" were materially false and misleading:

a. Contrary to its claim that it had raised up to \$4 million from more than 1,000 investors, Chalala had only raised approximately \$900,000 from approximately 80 investors.

b. Although Chalala's website claimed the company made \$2.6 million in profit distributions, records show payments to investors in the range of \$300,000, inclusive of both purported profits and returned principal.

c. Chalala also misrepresented its investment expertise, claiming that it had over 50 "talented employees" and "industry experts" who provide "useful investment advice" and can guide investors "step-by-step" to reach their financial goals. In truth, other than Robert, Chalala only had two administrative employees, and none holds any securities licenses or has any securities industry experience.

d. Contrary to its claims that its offered investments were "zero-risk" or that "investor loss risk is 0%," the "investment programs" offered a high degree of risk because Defendants did not invest in loans to business that would generate any profits or returns. Chalala had no income from any legitimate business operations or investments; the primary source of income was investor proceeds.

24. Defendants lied about the use of investor proceeds. Contrary to their claims that investments would be pooled and loaned to small businesses that would generate such profits,

investor funds were used to make payments to investors in a Ponzi-like fashion and, as described below, misappropriated by Robert.

25. Had investors known the truth about Defendants' misrepresentations, they would not have invested.

C. Robert Misappropriated Investor Funds

26. From at least July 2020 through April 2021, Robert misappropriated investor funds by transferring funds to other bank accounts under her control and/or making direct payments to pay for purchases unrelated to investment on behalf of Chalala/Lendvesting investors:

Approximate Amount Misappropriated	Date	Purpose
\$90,000	July 2020 – August 2021	Robert's Personal Investment in Cryptocurrency
\$35,000	June 2020 – August 2021	Rent for personal residence
\$8,000	May 2020 – August 2021	Hair/ Beauty Items & Cosmetic Surgery
\$17,000	June 2020 – August 2021	Personal Car Payments
\$2,000	January 2021 – April 2021	Payment for College Courses

D. Defendants Struggled to Make Promised Payments and Investors Complained

27. In early 2021, Defendants struggled to pay investors their promised returns. According to Defendants' bank records, over \$175,000 in transactions, representing attempted payments to investors, were reversed by the financial institution for insufficient funds. In some instances, smaller payments to investors were often preceded by a transfer from Robert's to Chalala's bank accounts in order to cover some smaller payments to investors.

28. While some investors, including one who invested with Defendants in late 2020, initially received the promised "returns" from their investments, Defendants stopped paying

returns soon thereafter. Other investors, including one who reinvested multiple times – the third and final time with “Lendvesting Powered by Chalala Academy Corp. – failed to recover both investment principal and their promised returns.

29. In an attempt to cover the shortfall, in January 2021 Robert applied for, but did not secure, a \$100,000 business loan with a lender specializing in providing loans to small businesses in need of working capital.

30. Despite assurances from Robert to several investors that they would be paid, most investors have not recovered their investments and have been unable to contact Robert since December 2021.

V. CLAIMS FOR RELIEF

Count I

Violations of Sections 5(a) and 5(c) of the Securities Act

31. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

32. No registration statement was filed or in effect with the Commission pursuant to the Securities Act with respect to the securities and transactions issued by Defendants described in this Complaint and no exemption from registration existed with respect to these securities and transactions.

33. From at least May 2020 through August 2021, Defendants, directly or indirectly:

a. made use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell securities, through the use or medium of a prospectus or otherwise;

b. carried or caused to be carried securities through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or delivery after sale; or

c. made use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use of medium of any prospectus or otherwise any security,

without a registration statement having been filed or being in effect with the Commission as to such securities.

34. By reason of the foregoing, Defendants violated, and unless enjoined, are reasonably likely to continue to violate, Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

Count II

Violations of Section 17(a)(1) of the Securities Act

35. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

36. From at least May 2020 through August 2021, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, knowingly or recklessly employed devices, schemes, or artifices to defraud.

37. By reason of the foregoing, Defendants, directly and indirectly, violated and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(1) of the Securities Act [15 U.S.C. § 77q(a)(1)].

Count III

Violations of Section 17(a)(2) of the Securities Act

38. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

39. From at least May 2020 through August 2021, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, negligently obtained money or property by

means of untrue statements of material facts and omissions to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

40. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(2) of the Securities Act [15 U.S.C. § 77q(a)(2)].

Count IV

Violations of Section 17(a)(3) of the Securities Act

41. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

42. From at least May 2020 through August 2021, Defendants, in the offer or sale of securities by use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, negligently engaged in transactions, practices, or courses of business which have operated, are now operating or will operate as a fraud or deceit upon the purchasers.

43. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 17(a)(3) of the Securities Act [15 U.S.C. § 77q(a)(3)].

Count V

Violations of Section 10(b) and Rule 10b-5(a) of the Exchange Act

44. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

45. From at least May 2020 through August 2021, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or

recklessly employed devices, schemes or artifices to defraud in connection with the purchase or sale of any security.

46. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5(a) [17 C.F.R. § 240.10b-5(a)].

Count VI

Violations of Section 10(b) and Rule 10b-5(b) of the Exchange Act

47. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

48. From at least May 2020 through August 2021, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in connection with the purchase or sale of any security.

49. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5(b) [17 C.F.R. § 240.10b-5(b)].

Count VII

Violations of Section 10(b) and Rule 10b-5(c) of the Exchange Act

50. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

51. From at least May 2020 through August 2021, Defendants, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, knowingly or recklessly engaged in acts, practices, and courses of business which have operated, are now

operating or will operate as a fraud upon any person in connection with the purchase or sale of any security.

52. By reason of the foregoing, Defendants violated and, unless enjoined, are reasonably likely to continue to violate, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5(c) [17 C.F.R. § 240.10b-5(c)].

VI. RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court find Defendants committed the violations alleged in this Complaint and:

A. Permanent Injunctive Relief

Issue Permanent Injunctions, restraining and enjoining Defendants, and their agents, servants, employees, attorneys, and representatives, and all persons in active concert or participation with her, and each of them, from violating Sections 5(a) and (c) of the Securities Act, 15 U.S.C. §§ 77e(a) and (c), Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b) and Exchange Act Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

B. Disgorgement and Prejudgment Interest

Issue an Order directing Defendants, on a joint and several basis, to disgorge all ill-gotten gains or proceeds received, with prejudgment interest thereon, resulting from the acts and/or courses of conduct alleged in this Complaint.

C. Civil Monetary Penalties

Issue an Order directing Defendants to pay civil money penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

D. Officer and Director Bar Against Robert

Issue an Order pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], permanently prohibiting Robert from acting as an officer or director of any issuer whose securities are registered with the Commission pursuant to Section 12 of the Exchange Act or which is required to file reports with the Commission pursuant to Section 15(d) of the Exchange Act.

E. Further Relief

Grant such other and further relief as the Court may deem just and proper.

F. Retention of Jurisdiction

Further, the Commission respectfully requests that the Court retain jurisdiction over this action in order to implement and carry out the terms of all orders and decrees that it may enter, or to entertain any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court.

VII.

Demand for Jury Trial

The Commission hereby demands a trial by jury on any and all issues in this action so triable.

Dated: July 26, 2022

Respectfully submitted,

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