

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
SECURITIES DIVISION

1 STATE OF NEVADA WAY, 3RD FLOOR
LAS VEGAS, NEVADA 89119

In the Matter of:

**MULTIGREEN PROPERTIES, LLC; and
RANDY C. NORTON, an individual (CRD#
5706948),**

Respondents.

FINAL ORDER TO CEASE AND DESIST

File No. INV23-178

**Nevada Secretary Of State
Securities Division**

**TO: MULTIGREEN PROPERTIES, LLC
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012**

JUN 05 2025

**MULTIGREEN PROPERTIES, LLC
2437 Antler Point Drive
Henderson, NV 89074**

By: 

**RANDY C. NORTON
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012**

**RANDY C. NORTON
2437 Antler Point Drive
Henderson, NV 89074**

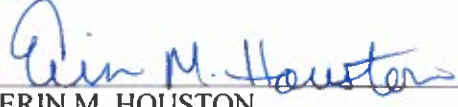
WHEREAS, the Securities Division of the Office of the Nevada Secretary of State ("Division") duly served a copy of the Notice of Summary Order to Cease and Desist Pursuant to NRS 90.630 and Opportunity for Hearing Pursuant to NRS 90.630(3) and Summary Order filed on February 26, 2025, upon Multigreen Properties LLC; and Randy C. Norton;

WHEREAS, Respondents failed to request a hearing within forty-five (45) days after the Summary Order was issued by certified mail to the last known address of Respondents as provided in NRS 90.630.

1 **NOW THEREFORE**, the Administrator of the Division, pursuant to the authority set forth in NRS
2 90.630, the Order to Cease and Desist (a copy of which is attached hereto and incorporated herein by this
3 reference) is hereby final.

4 **IT IS SO ORDERED.**

5 DATED this 4th day of June, 2025.

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9 ERIN M. HOUSTON
10 Deputy Secretary of State for Securities
11 Securities Administrator
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Employee of the Nevada Securities Division

**1 STATE OF NEVADA WAY, 3RD FLOOR
LAS VEGAS, NEVADA 89119**

YOU ARE HEREBY FURTHER NOTIFIED that you have a right to request a hearing on the matters set forth in the Summary Order to Cease and Desist. If you do not request a hearing in writing within 45 days after receipt of this notice, you waive your right to a hearing and the Administrator may issue a permanent order. Should you request a hearing, the Administrator shall set the matter for hearing at her earliest convenience but not less than 15 days or more than 60 days

1 after she receives written notice of that request for a hearing. Should you request a hearing, the
2 Administrator will notify you by registered or certified mail of the time and place set for the hearing.

3 **YOU ARE HEREBY FURTHER NOTIFIED** that the Securities Division, in addition to
4 seeking a Final Order to Cease and Desist, may also seek any of the sanctions allowed pursuant to
5 NRS 90.630, and may seek to hold Respondents liable for the costs of the investigation in this matter
6 if this matter should proceed to hearing. The Nevada Securities Division does not waive the right to
7 seek criminal prosecution pursuant to 90.650.

8 **YOU ARE HEREBY FURTHER NOTIFIED:**

9 **NRS 90.650, Criminal penalties.**

10 1. A person who willfully violates:

- 11 (a) A provision of this chapter, except NRS 90.600, or who violates NRS 90.600 knowing
12 that the statement made is false or misleading in any material respect;
13 (b) A regulation adopted pursuant to this chapter; or
14 (c) An order denying, suspending or revoking the effectiveness of registration or an order to
15 cease and desist issued by the Administrator pursuant to this chapter, is guilty of a category
16 B felony and shall be punished by imprisonment in the state prison for a minimum term
17 of not less than 1 year and a maximum term of not more than 20 years, or by a fine of not
18 more than \$500,000, or by both fine and imprisonment, for each violation. In addition to
19 any other penalty, the court shall order the person to pay restitution and may order the
20 person to repay the costs of investigation and prosecution incurred by the Division and the
21 Office of the Attorney General. If the violation was committed against an older person or
22 vulnerable person, any restitution and costs of investigation and prosecution imposed by
23 the court must be in an amount equal to twice the amount that would otherwise have been
24 imposed by the court. Money recovered for reimbursement of the costs of investigation
25 and prosecution must be deposited in the State General Fund for credit to the Secretary of
26 State's Operating General Fund Budget Account.

- 27 2. A person convicted of violating a regulation or order under this chapter may be fined, but must
28 not be imprisoned, if the person proves lack of knowledge of the regulation or order.
3. This chapter does not limit the power of the State to punish a person for conduct which constitutes
a crime under other law.

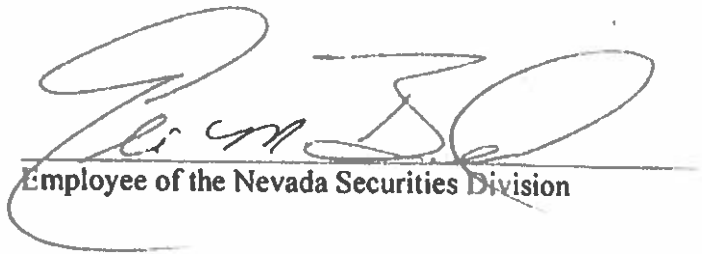
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CERTIFICATE OF MAILING

I certify that I am an employee of the Securities Division of the Office of the Secretary of State, State of Nevada, and that on this 26th day of February, 2025, I have caused a true and correct copy of the foregoing Notice of Summary Order to Cease and Desist to be served by United States Certified Mail, Return Receipt Requested, and First Class Mail, to the following:

**MULTIGREEN PROPERTIES, LLC
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012**

**RANDY C. NORTON
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012**


Employee of the Nevada Securities Division

STATE OF NEVADA
OFFICE OF THE SECRETARY OF STATE
SECURITIES DIVISION

1 STATE OF NEVADA WAY, 3RD FLOOR
LAS VEGAS, NEVADA 89119

In the Matter of:

MULTIGREEN PROPERTIES, LLC; and
RANDY C. NORTON, an individual (CRD#
5706948),

Respondents.

COMPLAINT FOR SUMMARY ORDER
AND FINAL ORDER TO CEASE AND
DESIST AND OTHER APPROPRIATE
RELIEF

File No. INV23-178

Nevada Secretary Of State
Securities Division

FEB 26 2025

By: 

TO: MULTIGREEN PROPERTIES, LLC
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012

RANDY C. NORTON
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012

COMPLAINT FOR SUMMARY ORDER AND FINAL ORDER
TO CEASE AND DESIST AND OTHER APPROPRIATE RELIEF

COMES NOW, the Securities Division of the Office of the Secretary of State, State of Nevada ("Division"), and for its complaint against the above-named Respondents for violations of the Nevada Uniform Securities Act, as codified in Chapter 90 of the Nevada Revised Statutes, alleges on information and belief unless otherwise set forth, as follows:

PARTIES

1. Respondent Randy C. Norton ("Norton") is an individual who, upon information and belief, is a resident of Henderson, Nevada.
2. Respondent MultiGreen Properties, LLC ("MultiGreen") is an active Nevada-based limited liability company registered with the Nevada Secretary of State Commercial Recordings Division ("Commercial Recordings"), Nevada Business ID No. NV20191494035.

3. Norton is listed as Manager of Multigreen, operating at 170 S. Green Valley Parkway, Suite 300, Henderson, NV 89012.

4. Norton has operated and maintained associated businesses that are domiciled and active in Nevada:

- a. Green Mesa Capital LLC
- b. MultiGreen Properties Properties, LLC
- c. MultiGreen Property Management, LLC
- d. Multi Green SLI Management, LLC
- e. Multi Green SLI Partners, LP
- f. MGP Sonata Multifamily, LLC (Phase I)
- g. MGP Sonata Multifamily II, LLC (Phase II)
- h. MGP Sonata Development, LLC
- i. MGP Sonata Development II, LLC
- j. MGP Sonata Guaranty, LLC
- k. MGP Apex 582 Development, LLC
- l. MGP Apex 582 Multifamily, LLC
- m. MGP Beacon Development, LLC
- n. MGP Beacon Guaranty, LLC
- o. MGP Beacon Multifamily, LLC

5. Norton and Multigreen are hereinafter referred collectively as "Respondents."

FACTUAL BACKGROUND

6. MultiGreen was co-founded in 2019 by Green Mesa Capital, LLC and i(x) Net Zero, a permanently capitalized holding company.

7. MultiGreen's website states that it is a real estate development and operating company dedicated to the construction of sustainable and technology-enabled multifamily properties through tax-advantaged structures.

1 8. MultiGreen is not licensed in any capacity with the Nevada Securities Division or the
2 Nevada Real Estate Division.

3 9. During early 2022, Respondents solicited investments, including preferred
4 membership units or interests, into Sonata Green Multifamily II, LLC, a limited equity partner for
5 another development in Albuquerque, New Mexico.

6 10. Pursuant to Norton's agreement, the developer, Sonata Green Multifamily II, LLC,
7 was to raise \$12,000,000 to be the limited partner in Phase II.

8 11. Phase I was delayed and only \$1,800,000 of the \$12,000,000 for Phase II was raised
9 by early 2022.

10 12. Norton's investors in Phase II requested their investment funds be returned. Instead
11 of returning investor funds, Norton appropriated the funds for issues MultiGreen faced related to
12 Phase I and for other entities not associated with Sonata Green Multifamily II, LLC.

13 13. No disclosure regarding the diverted use of funds for Norton's other purposes and
14 Phase I took place between Norton and his investors.

15 14. Funds believed to be held in escrow for Phase II were not returned to investors despite
16 their requests.

17 15. Investors in Phase II filed a civil suit in New Mexico (Case No. D-202-CV-2023-
18 06532) in relation to the instant matter. Judgment was entered against Norton and MultiGreen
19 Properties, LLC, finding that Norton made material misrepresentations to Plaintiffs regarding the use
20 of the funds in order to induce Plaintiffs to purchase shares in Sonata Green Multifamily II, LLC.

21 16. The offer for the Phase II investment was made from the State of Nevada.

22 17. No filings with the SEC or the Division have been made, and no notice filings were
23 registered with the State of Nevada. Thus, the offering was unregistered in Nevada, a violation of
24 NRS 90.460.

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STATUTORY BACKGROUND

18. The Nevada Uniform Securities Act ("Act"), as codified in Chapter 90 of the Nevada Revised Statutes ("NRS") and regulates the offer, sale, and purchase of securities in or from the State of Nevada.

19. NRS 90.295 defines a "security" as:

[A] note, stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in a profit-sharing agreement, a limited partnership interest, **an interest in a limited-liability company**, collateral-trust certificate, preorganization certificate or subscription, transferable share, investment contract, viatical settlement investment, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in an oil, gas or other mineral lease or in payments out of production of such a lease, right or royalty, a put, call, straddle or option on a security, certificate of deposit or group or index of securities including any interest therein or based on the value of any of the foregoing, or, in general, any interest or instrument commonly known as a security or any certificate of interest or participation in, temporary or interim certificate for, receipt for, whole or partial guarantee of or warrant or right to subscribe to or purchase any of the foregoing.

20. Interest in Sonata Green Multifamily II, LLC falls under the definition of a security pursuant to NRS 90.295.

21. As set forth in NRS 90.460, it is a violation of the Act for a person to offer to sell or sell any security in this State unless the security is registered or the security or transaction is exempt under the Act.

22. As set forth in NRS 90.550, the Administrator by order may deny or revoke an exemption specific in NRS 90.520 or 90.530, with respect to a specific security or transaction.

23. As set forth in NRS 90.630(1), if the Administrator of the Division reasonably believes that a security is being offered or has been offered or sold in violation of the Act, or that a person is acting in violation of the Act, the Administrator may issue, without a prior hearing, a Summary Order against the person engaged in the prohibited activities, directing such person to desist and refrain from further activity until the security is registered or such person is licensed under the Act.

24. Pursuant to NRS 90.630(2), the Administrator of the Division, after giving notice by

1 registered certified mail and conducting a hearing in an administrative proceeding, unless the right to
2 notice and hearing is waived by the person against whom the sanction is imposed, may: (a) issue an
3 order against the person to cease and desist; (b) censure the person if he or she is a licensed broker-
4 dealer, sales representative, investment adviser or representative of an investment adviser; (c) bar or
5 suspend the person from association with a licensed broker-dealer or investment adviser in this State;
6 (d) issue an order against an applicant, licensed person or other person who willfully violates this
7 chapter, imposing a civil penalty of not more than \$25,000 for each violation, or if the violation was
8 committed against an older person or vulnerable person, a civil penalty equal to twice the amount of
9 the civil penalty that would otherwise have been imposed pursuant to this paragraph, not to exceed
10 \$50,000 for each violation; or (e) initiate one or more of the actions specified in NRS 90.640.

11 12 **COUNT I**

13 **(Offer or Sale of Unregistered Securities)**

14 25. The Division realleges and incorporates by reference paragraphs 1 through 21 above
15 as if set forth fully herein.

16 26. Respondents have not filed an application for the registration of securities or a notice
17 of exemption from registration with the Division for the sale of securities as described supra.

18 27. Respondents have violated and continue to violate NRS 90.460 by offering to sell and
19 selling securities that are not registered with the Division, are not exempt from registration with the
20 Division, and/or are not federally-covered securities.

21 22 **REQUEST FOR RELIEF**

23 Based upon the foregoing, the Division respectfully requests the following:

24 1. That a Summary Order be entered requiring that the Respondents immediately Cease
25 and Desist from violating the Act;

26 2. That a Final Order be entered requiring that the Respondents immediately Cease and
27 Desist from violating the Act;

1 3. That a Civil Penalty not to exceed \$25,000.00 be imposed against the Respondents for
2 each violation of the Act;

3 4. That a Civil Penalty not to exceed \$50,000.00 be imposed against the Respondents for
4 each violation of the Act against an older person or a vulnerable person;

5 5. That the exemptions from registration set forth in NRS 90.530 be revoked for any note,
6 evidence of indebtedness, investment contract or other security issued by Randy C. Norton,
7 individually and doing business as MultiGreen Properties, LLC and/or sold by any Respondent.

8 6. Reasonable attorney's fees and costs of investigation; and

9 7. For such other and further relief as the Hearing Officer deems just and proper.
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11 Dated this 26th day of February, 2025
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13 Respectfully submitted,

14 NEVADA SECURITIES DIVISION
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19 Chief of Enforcement
20 Secretary of State, Securities Division
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CERTIFICATE OF MAILING

I certify that I am an employee of the Securities Division of the Office of the Secretary of State, State of Nevada, and that on this 26th day of February, 2025 I have caused a true and correct copy of the foregoing Complaint for Summary and Final Order to Cease and Desist and Other Appropriate Relief to be served by United States Certified Mail, Return Receipt Requested, and First Class Mail, to the following:

**MULTIGREEN PROPERTIES, LLC
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012**

**RANDY C. NORTON
170 S. Green Valley Parkway, Suite 300
Henderson, NV 89012**


Employee of the Nevada Securities Division

1050-42
SECRETARY OF STATE
Securities Division
State of Nevada Way 3rd Floor
Las Vegas, NV 89119

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS. FOLD AT DOTTED LINE

CERTIFIED MAIL®

US POSTAGE  PITNEY BOWES



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Randy C. Norton
170 S. Green Valley Pkwy, #800
HENDERSON, NV 89012

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RETURN TO SENDER
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SECRETARY OF STATE
Securities Division
State of Nevada Way 3rd Floor
Las Vegas, NV 89119

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OF THE RETURN ADDRESS, FOLD AT DOTTED LINE
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Multicreen Properties, LLC
170 S. GREEN VALLEY PKWY, #300
HENDERSON, NV 89012

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1 State of Nevada Hwy, 300 Loop
Las Vegas, NV 89119

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CERTIFIED MAIL®



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SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

ARTICASSAL PROPERTIES, LLC
2437 ANTLER POINT DRIVE
HENDERSON, NV 89074 6267



9590 9402 8329 3094 6895 84

2. Article Number (Transfer from service label)

9589 0710 5270 0883 5559 15

PS Form 3811, July 2020 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
 If YES, enter delivery address below: ☐ No

3. Service Type

- ☐ Adult Signature
- ☐ Adult Signature Restricted Delivery
- ☒ Certified Mail®
- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Insured Mail
- ☐ Insured Mail Restricted Delivery (over \$500)

- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt

SENDER: COMPLETE THIS SECTION

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1. Article Addressed to:

ARTICASSAL PROPERTIES, LLC
170 S. GREEN VALLEY PKWY, #300
HENDERSON, NV 89012



9590 9402 8329 3094 6896 21

2. Article Number (Transfer from service label)

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PS Form 3811, July 2020 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature

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☐ Agent☐ Addressee

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- ☐ Adult Signature
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- ☐ Certified Mail Restricted Delivery
- ☐ Collect on Delivery
- ☐ Collect on Delivery Restricted Delivery
- ☐ Insured Mail
- ☐ Insured Mail Restricted Delivery (over \$500)

- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

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1. Article Addressed to:

Randy C. Norton
170 S. GREEN VALLEY PKWY, #300
HENDERSON, NV 89012



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2. Article Number (Transfer from service label)

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PS Form 3811, July 2020 PSN 7530-02-000-9053

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- ☐ Insured Mail
- ☐ Insured Mail Restricted Delivery (over \$500)

- ☐ Priority Mail Express®
- ☐ Registered Mail™
- ☐ Registered Mail Restricted Delivery
- ☐ Signature Confirmation™
- ☐ Signature Confirmation Restricted Delivery

Domestic Return Receipt