

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N-00000000002240
Foreclosure Counseling Agency, Inc.

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<input type="checkbox"/>	Photo Copy			
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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

APR 04 2000

ARTICLES OF INCORPORATION
OF
FORECLOSURE COUNSELING AGENCY, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
CORPORATE NAME AND ADDRESS

The name and address of the corporation shall be:

FORECLOSURE COUNSELING AGENCY, INC.
1401 So. Military Trail, Suite C-4, West Palm Beach, Florida 33411

ARTICLE II
DURATION OF CORPORATION

This corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III
CORPORATE NATURE

The general purpose and object of this corporation is a non-profit organization whose intent is to provide information or opinions for the protection of the general public as shall relate to foreclosure procedures and the rights, options, remedies involved in foreclosure proceedings. To operate exclusively in any other manner or for such informational purpose that will qualify it

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

has an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code. Further, to conduct any lawful pursuit in the state of Florida that qualifies as a non-profit endeavor.

ARTICLE IV

MEMBERSHIP

(A) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(B) Any person agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

(C) A prospective member shall be eligible for membership upon application for membership subject to acceptance by the members of the corporation.

ARTICLE V

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be three (3), provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of Successors in office. Annual meetings shall be held on December 1st of each year at 1401 So. Military Trail, Suite C-4, West Palm Beach, Florida 33415, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

JOSEPH FALSIA, III, 621 "P" Street, West Palm Beach, Florida 33401

PAMLETTA MITCHELL, 621 "P" Street, West Palm Beach, Florida 33401

JOSEPH FALSIA, SR., 2421 Village Blvd., Apt. 404, West Palm Beach, Florida 33409

ARTICLE VI

CORPORATE OFFICERS

The Board of Directors shall elect the following Officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the Bylaws of this corporation may authorize

the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT:	JOSEPH FALSIA, III
VICE PRESIDENT:	PAMLETTA MITCHELL
SECRETARY:	JOSEPH FALSIA, SR.
TREASURER:	JOSEPH FALSIA, SR.

ARTICLE VII

This corporation is organized under a non-stock basis.

ARTICLE VIII

EARNINGS AND ACTIVITIES

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV herein.

(B) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

SUBSCRIBERS

The name and residence address of the subscriber of the corporation is as follows:

JOSEPH FALSIA, III
621 "P" Street
West Palm Beach, Florida 33401

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 7301 So. Dixie Highway, West Palm Beach, Florida 33405, and the name of its registered agent at said address shall be **H. BRYANT SIMS, ESQUIRE.**

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

WHEREFORE, I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State

of Florida, have executed these Articles of Incorporation this 30th day of March, 2000.


SUBSCRIBER

STATE OF FLORIDA)

)SS

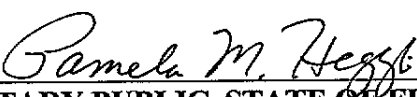
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JOSEPH FALSIA, III
who produced as identification FL.D.L. # F480-490-62-144 or who is personally known
to me, and he stated that he executed the foregoing Articles of Incorporation for the purposes
therein expressed.

SWORN TO AND SUBSCRIBED before me on this 30th day of March, 2000.



Pamela M. Heggli
MY COMMISSION # CC890794 EXPIRES
November 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the
place designated in this certificate, I hereby agree to act in this capacity and further agree to
comply with the provisions of all statutes relative to the proper performance of my duties.


H. BRYANT SIMS, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA