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FLORIDA NON-PROFIT CORPORATION

FINANCIAL MANAGEMENT CREDIT COUNSELING, CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
FINANCIAL MANAGEMENT CREDIT COUNSELING, CORP.
(A Florida Not-for-Profit Corporation)

In compliance with the requirements of Florida Statutes, Chapter 617 (1998), the undersigned Incorporator has executed, adopted and caused to be delivered for filing the Articles of Incorporation for the purposes of forming a not-for-profit corporation (the "Corporation") and does hereby certify:

ARTICLE I - NAME

The name of the Corporation shall be FINANCIAL MANAGEMENT CREDIT COUNSELING, CORP.

ARTICLE II- DURATION

The duration of this Corporation shall be perpetual unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

The purposes for which the Corporation is formed are:

(A) The primary purposes are;

(1) To provide a Family Credit Counseling Service for members of the public and to advise persons seeking credit, budget and financial advice; to cooperate with public and private agencies, organizations and associations; to assist families and persons with their financial problems;

(2) To seek the cooperation of merchants, lending institutions, banks and others, individually and through their associations and organizations, public officials and offices, to effectuate the purposes enumerated above;

Prepared by and Return to:
Jan Michael Morris, Esq.
Post Office Box 276153
Boca Raton, Fl 33427
Fla. Bar No: 651291

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(3) To promote budgeting, thrift and the protection of individuals and families from facing embarrassment and difficulties in financial matters, with particular emphasis upon situations arising out of the use of consumer credit;

(4) To engage lawfully in the exchange and dissemination of information concerning the purposes and objectives of the Corporation;

(5) To conduct research projects, advertising, public relations activities and any other activity conducive to the general good of individuals with respect to budgeting, financial matters and consumer credit;

(6) To carry on education, social and other legitimate activities to the same end; and

(7) To represent the members of the Corporation before government departments, boards, bureaus and agencies in matters pertinent to their acts with respect to the activities of the Corporation.

(B) The general purposes and powers are all rights and powers conferred on non-profit corporations under the laws of the State of Florida currently existing and as amended, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree and to the extent permitted under the laws of the State of Florida and the Internal Revenue Code at Section 501(c) currently existing and as amended, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

(C) The Corporation shall not operate to facilitate the transaction of specific business by its members, promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE IV- PRINCIPLE OFFICE

The street address of the initial principal office and mailing address of the Corporation is:
225 NE MIZNER BLVD., Suite 300, Boca Raton, FL 33432

The Corporation may maintain offices and transact business in such other places within the State of Florida as may from

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time to time be designated by the Board of Directors.

ARTICLE V - MEMBERS

A. The membership of the Corporation shall consist of not less than three (3) persons; the first members of the Corporation shall be those persons who are named in these Articles of Incorporation as constituting the first Board of Directors. Any person, family, firm, organization, corporation, governmental body or municipality in the State of Florida is eligible for membership in this Corporation. Unless otherwise provided in the By-Laws, any of the foregoing may be elected a member upon being proposed for membership by any member in good standing, by written application to the President or Secretary, and favorably passed upon by the Board of Directors. The By-Laws may make provision for honorary members.

B. Membership shall be evidenced through membership certificates. The Corporation authorizes the total number of membership certificates at 100, with no par or cash value.

C. The authorized number, if any, and qualifications of members of the Corporation, the filling of vacancies, the different classes of membership, if any, the property, voting rights, and other rights and privileges of members, and their liability due to dues and assessments and the method of collection, and the termination and transfer of membership, shall be as stated in the By-Laws. Provided, however, that if the voting, property or other rights or interests, or any of them, be unequal, the By-Laws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are fixed and determined. Unless otherwise stated in the By-Laws, the voting, property or all other rights or interests, of any member shall be pro-rata and equally divided between the total number of members then and there existing.

ARTICLE VI - BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) Directors, nor more Directors than the number specified in the By-Laws. Provisions for elections and provisions respecting the removal, disqualification, compensation, duties and resignation of Directors and for filling vacancies on the Directorate shall be established by the By-Laws.

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B. The following persons shall constitute the first Board of Directors and shall serve until their successors are elected and qualified:

1. LARRY M. LEVINE, 225 NE MIZNER BLVD., Suite 300, Boca Raton, FL 33432
2. RAN BARNEA, 225 NE MIZNER BLVD., Suite 300, Boca Raton, FL 33432
3. JAN MICHAEL MORRIS, PO BOX 276153, BOCA RATON, FL 33427

Notwithstanding any other provision in these Articles, 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 the members of the Board shall individually or collectively consent in writing to such action.

Such action by written consent shall have the same force and effect as the unanimous vote of such 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 authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VII- OFFICERS

A. The principal officers of the Corporation shall be:

1. CEO/TREASURER---LARRY M. LEVINE, 225 NE MIZNER BLVD., Suite 300, Boca Raton, FL 33432
2. PRES./SECRETARY---RAN BARNEA, 225 NE MIZNER BLVD., Suite 300, Boca Raton, FL 33432

The duties of officers and the time they are to be appointed or elected shall be in the manner set forth in the By-Laws adopted by the Corporation. The Corporation will at all times maintain a President and a Secretary.

B. The names of the officers who are to serve until the first election of officers pursuant to the terms of the By-Laws, are as follows:

ARTICLE VIII - BY-LAWS

The By-Laws of the Corporation shall initially be made and adopted by a majority of the Board of Directors. The By-Laws may be amended, altered, supplemented or modified at any time, and from time to time, by a majority of the Board of Directors.

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ARTICLE IX-DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of this Corporation shall be distributed to, or inure to the benefit of any Director or Officer of this Corporation, contributor or private individual. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association, or other entity in which one or more of its Directors or Officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, its assets shall be distributed consistent with Florida Law and Section 501(c)(3) of the Internal Revenue Code, including, but not limited to non-profit and charitable corporations or institutions which are, at the time of distribution, qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, as may be designated by the Directors to be used for purposes similar to those of this Corporation. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

ARTICLE X - POWERS

This Corporation shall have all the powers set forth in Florida Statutes Chapter 617, et. seq. without limiting the foregoing, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish or attain any of these purposes. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set

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forth in Section 501, Subsection C of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as they now exist or as they may have been heretofore and hereafter amended from time to time.

ARTICLE XI - PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any other right not conferred upon the Directors is subject to this reservation.

ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of file Corporation and shall be adopted in the same manner as is provided for file amendment of the By-Laws as set forth in Article VIII above. Said amendment shall be effective when a copy thereof, together with an attached certificate of its approval by the Board, scaled with the corporation seal, signed by file Secretary or Assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Florida Secretary of State, and all filing fees paid.

ARTICLE XIII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by law, and is not personally liable for any act debt liability or obligation of the Corporation.

ARTICLE XIV - INITIAL MEMBER(S)

The name and address of the initial Member(s) of the Corporation is:

1. LARRY M. LEVINE, 225 NE MIZNER BLVD., Suite 300,
Boca Raton, FL 33432

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2. RAN BARNEA, 225 NE MIZNER BLVD., Suite 300, Boca Raton, FL 33432

3. JAN MICHAEL MORRIS, PO BOX 276153, BOCA RATON, FL 33427

ARTICLE XV - REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

JAN MICHAEL MORRIS, ESQ.
6622 PATIO LANE
BOCA RATON, FL 33433

ARTICLE XVI - INCORPORATOR

The name and street address of the Incorporator is as follows:

Jan Michael Morris, Esq.
Post Office Box 276153
Boca Raton, FL 33427

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13 day of NOV, 2000.


JAN MICHAEL MORRIS, Incorporator

CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, and the State of Florida, has named, JAN MICHAEL MORRIS, 6622 Patio Lane, Boca Raton, Florida 33433 as its agent to accept service of process within its State.


INCORPORATOR

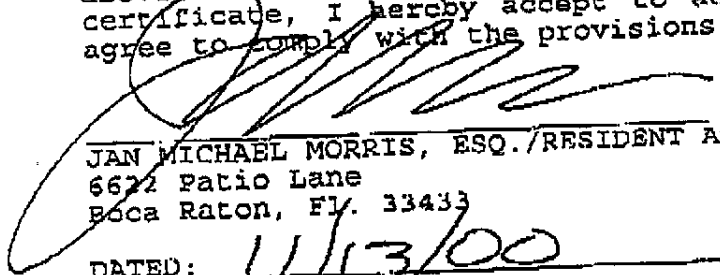
DATED: 11/13/00

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


JAN MICHAEL MORRIS, ESQ./RESIDENT AGENT
6622 Patio Lane
Boca Raton, FL 33433

DATED: 11/13/00

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TALLAHASSEE, FLORIDA

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