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Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

your credit solutions, inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION OF  
YOUR CREDIT SOLUTIONS, INC.**

**(A Nonprofit Corporation)**

The undersigned incorporator, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be:

**YOUR CREDIT SOLUTIONS, INC.** (hereafter referred to as the "Corporation")

**ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 1640 West Oakland Park Boulevard, Suite 300, Fort Lauderdale, Florida 33311. The name of the initial registered agent of the corporation and address shall be: Livia R. Dreize, Esq., Damera & Dreize, P.A., City National Bank Building, 2701 Le Jeune Road, Suite 406, Coral Gables, Florida 33134.

**ARTICLE III  
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved in the manner provided by the laws of the State of Florida.

Prepared by:  
Livia R. Dreize, Esq.  
Damera & Dreize, P.A.  
City National Bank Building  
2701 Le Jeune Road, Suite 406  
Coral Gables, Florida 33134  
Tel. (305) 446-6760; Fax (305) 446-9991  
Fla. Bar No. 0001988

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## **ARTICLE IV PURPOSE**

**This corporation is organized for the following purposes:**

a. To be organized exclusively for charitable, religious, educational and scientific purposes, including but not limited to providing educational guidance to the community in connection to their individual credit history, and including but not limited to the purpose of making distributions to organizations that qualify as exempt organizations under Section 501 (c) of the Internal Revenue Code of 1986 (or the corresponding provision of the future United States Internal Revenue Code).

b. To adopt and use a common corporate seal and alter same provided however, that such seal shall always contains the words "corporation not for profit".

c. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

d. Adopt, change, amend and repeal Bylaws, not inconsistent with the law of its Articles of Incorporation, for the administration of the affairs of the corporation and the exercises of its corporate powers.

e. Increase, by a vote of its members cast as the Bylaws may direct, the number of its directors so that the numbers shall not be less than three (3).

f. Make contracts and incur liabilities, borrow money at such rates of interest as corporations may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge all or any of this property, franchises or income.

g. Conduct its affairs, carry in its operations, and have offices and exercise powers granted by this part of any state, territory, district or possession of the United States or any foreign country.

h. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

i. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

j. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein.

k. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

l. Purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

m. Merge and consolidate with other corporations both for profit and not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

n. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

o. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

#### ARTICLES V LIMITATIONS ON ACTIONS

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. Notwithstanding any other provision of these articles, however, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or (ii) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Service law, and any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law).

If the Corporation is at any time deemed to be a private foundation within the meaning of the Internal Revenue Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year as such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d); retain any excess business holdings as defined in Code Section 4943(c); make any investments as to subject the Corporation to tax under Code Section 4944 or to make any taxable expenditures as defined in Code Section 4945(d).

#### **ARTICLE VI MEMBERSHIP**

The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

#### **ARTICLE VII STOCKS AND DIVIDENDS**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers or directors, and the private property of its members shall not be liable for any obligation of the Corporation. However, the Corporation shall be authorized and empowered to pay reasonable compensation to its Directors and/or Members for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.

## **ARTICLE VIII VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the Members of the Corporation and shall be regulated according to the Bylaws.

## **ARTICLE IX DIRECTORS**

The corporation is to be managed by a board of director(s). The Corporation shall have three (3) directors initially. The initial directors of the Corporation shall hold office until his/her successor(s) is/are elected and qualified as provided in the Bylaws, or until his/her earlier resignation or removal from office. The name of the initial directors are:

<u>Name</u>	<u>Address</u>
Nestor Beron - President and Treasurer and Director	1640 West Oakland Park Boulevard Suite 300 Fort Lauderdale, Florida 33311
Claudia Beron - Vice-President and Director	1640 West Oakland Park Boulevard Suite 300 Fort Lauderdale, Florida 33311
Yolanda Munoz - Secretary and Director	1640 West Oakland Park Boulevard Suite 300 Fort Lauderdale, Florida 33311

The term of Office of each director shall be for one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until the number is changed by a Bylaw duly adopted by the Members.

## **ARTICLE X BYLAWS**

The initial directors shall submit the proposed Bylaws to the Members at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the Directors and three fourths of its Members, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

## **ARTICLE XI INDEMNIFICATION**

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

## **ARTICLE XII DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) 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 shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations which are organized and operated exclusively for charitable purposes as said Court shall determine.

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The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida this 26 day of April, 2001.

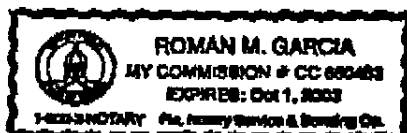
Nestor Beron  
NESTOR BERON

1640 West Oakland Park Boulevard  
Suite 300  
Fort Lauderdale, Florida 33311

STATE OF FLORIDA  
COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared NESTOR BERON who is personally known to me or who has produced FL. DRIVER'S LICENCE, as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 26 day of April, 2001.



[Signature]  
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

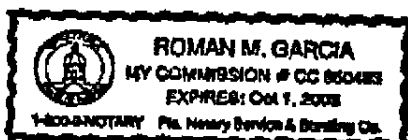
Dated this 26 day of April, 2001.

[Signature]  
LIVIA R. DREIZE, Esq.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared LIVIA R. DREIZE who is personally known to me or who has produced FL. DRIVER'S LICENCE, as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 26 day of April, 2001.



[Signature]  
NOTARY PUBLIC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA