

NA10000556

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UNIDEBT CREDIT COUNSELING CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
01 AUG -7 AM 10:18
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA
SECRETARY OF STATE
01 AUG -7 PM 12:50
FILED

Examiner's Initials

ARTICLES OF INCORPORATION OF
UNIDEBT CREDIT COUNSELING CORPORATION
a Florida Not-for-Profit Corporation

FILED
01 AUG -7 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of the Corporation shall be UNIDEBT CREDIT COUNSELING CORPORATION.

ARTICLE II – PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is:

100 East Linton Boulevard, Suite 106B, Delray Beach, Florida 33483

ARTICLE III – PURPOSE

The purposes for which the Corporation is organized are:

(A) The primary purposes are:

- (1) To provide debt and credit counseling services to members of the general public; to provide advisory services to individuals seeking credit, budget, and financial advice; to assist families and individuals with their financial problems; and to cooperate and work with public and private agencies, organizations, and associations in connection with the forgoing;
- (2) To seek the assistance and cooperation of creditors, lenders, merchants, financial institutions, public officials and agencies to effectuate the purposes enumerated above;
- (3) To foster the financial security and responsibility of families and individuals by educating them on budgeting, saving, investing, the proper use of credit, and debt reduction and repayment;
- (4) To protect the rights, and advocate on behalf, of individuals and families in matters relating to debt collection and repayment;
- (5) To engage in the lawful exchange and dissemination of information concerning the purpose and objectives of the Corporation;
- (6) To conduct research projects, advertising campaigns, public relations activities, outreach programs, and any other activity conducive to the general good of individuals with respect to budgeting, financial matters, and consumer credit;
- (7) To carry on educational, social, and other legitimate activities related to the forgoing; and

- (8) To represent the Corporation and its Officers and Directors before governmental departments, boards, bureaus, and agencies in matters concerning their actions 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 the Corporation.
- (C) The Corporation shall not transact business that is intended primarily to benefit its Officers or Directors or promote the private interest of any Officer or Director; nor shall the Corporation engage in any activities that would constitute a regular business of a kind ordinarily carried on for profit other than incidental to the ordinary course of business of the Corporation.

ARTICLE IV – MEMBERS

There are no initial members of the Corporation, however, in the future members may be added pursuant to the Corporation's By-Laws and the Florida Business Organizations Statute.

ARTICLE V – 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, removal, disqualification, compensation, duties and resignation of Directors and for filling vacancies on the Directorate shall be established by the By-Laws.
- (B) The following persons shall constitute the First Board of Directors and shall serve until their successors are elected and qualified:
 - 1) Adam Jacobs
100 East Linton Boulevard, Suite 106B, Delray Beach, Florida 33483
 - 2) Ricky Jacobs
4750 North Federal Highway, Suite 201, Fort Lauderdale, Florida 33308
 - 3) Joel Bloom
330 West 58th Street, Apt.14B, New York, New York 10019

Notwithstanding any other provision in these Articles, any actions 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 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 VI – OFFICERS

The principal Officers of the Corporation shall be:

- 1) Adam Jacobs-President, Treasurer
100 East Linton Blvd., Ste.106B, Delray Bch., FL 33483
- 2) Alaina Jacobs-V.P., Secretary
100 East Linton Blvd., Ste.106B, Delray Bch., FL 33483

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.

ARTICLE VII – 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.

ARTICLE VIII – 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 1996, as amended, to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1996, as amended.

In the event of dissolution, winding up, or other liquidation of assets of this Corporation, its assets shall be distributed consistent with Florida Law and Section 501(c)(3) of the Internal Revenue Code of 1996, as amended, 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) of the Internal Revenue Code of 1996, 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 competent jurisdiction for disposition.

ARTICLE IX – POWERS

The Corporation shall have the following powers:

1. Have succession by its corporate name for the period set forth in these Articles.
2. 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.
3. Adopt, use, and alter a common corporate seal. Such seal must contain the words "corporation not-for-profit."
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
5. Adopt, change, amend, and repeal its By-laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, pursuant to its By-Laws, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
9. 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.
10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
12. 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 interests 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.
13. 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 loaned or invested except as prohibited by s. 617.0833.
14. Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge with other corporations both for-profit and not-for-profit, domestic and foreign, if the surviving corporation is a corporation not-for-profit.

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 to further, accomplish or attain any of these purposes. Notwithstanding anything to the contrary, the Corporation shall exercise only such powers that are in furtherance of the exempt purposes of organizations set forth in Section 501, Subsection C of the Internal Revenue Code of 1996, as amended, and the regulations hereunder as they now exist or as they may have been heretofore and hereafter amended from time to time.

ARTICLE X – PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, this Corporation will not conduct any activities not permitted to be conducted by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1996, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1996, 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.

ARTICLE XI – AMENDMENT TO ARTICLES OF INCORPORATION

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

ARTICLE XII – 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 shall not personally liable for any act, debt, liability or obligation of the Corporation.

ARTICLE XIII – DURATION

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

ARTICLE XIV – REGISTERED AGENT

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

Ricky Jacobs, Esquire
4750 North Federal Highway, Suite 201
Fort Lauderdale, Florida 33308

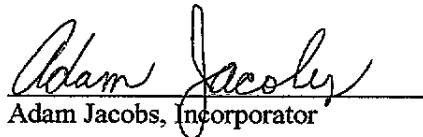
ARTICLE XV – INCORPORATOR

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

Adam Jacobs
100 East Linton Boulevard, Suite 106B
Delray Beach, Florida 33483

The Incorporator shall be indemnified and held harmless by the Corporation for all lawful acts it takes on behalf of the Corporation, its Officers, and Directors in connection with the formation and promotion of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation of *Unidebt Credit Counseling Corporation* on this 6TH day of August 2001.


Adam Jacobs, 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 49.091, Florida Statutes, the following is submitted in compliance with said
ACT:

First that UNIDEBT CREDIT COUNSELING CORPORATION,

Desiring to organize under the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation in the City of Delray Beach, County of Palm
Beach, and the State of Florida, has named Ricky Jacobs, Esquire 4750 North Federal
Highway, Suite 201, Fort Lauderdale, Florida 33308, County of Broward, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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



RICKY JACOBS, Registered
Agent For *Unidebt Credit*
Counseling Corporation

FILED
01 AUG - 7 PM 12:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA