

*James W. Bauman*  
N018800007710

Attorney At Law

FILED  
01 OCT 29 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 25, 2001

Department of State  
Division of Corporations  
P. O. Box 6217  
Tallahassee, FL 32314

000004657200--4  
-10/29/01--01061--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: UNITED DEBT RELIEF, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my firm's check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

*James W. Bauman*  
James W. Bauman, Esq.

/hm  
Enclosures

10-30-01  
WC

ARTICLES OF INCORPORATION  
OF  
**UNITED DEBT RELIEF, INC.**

A Florida Nonprofit Corporation

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ARTICLE I

The name of the nonprofit corporation shall be **UNITED DEBT RELIEF, INC.**

ARTICLE II

The period of duration of this Corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and educational purposes of consumer counseling regarding debt consolidation and education regarding accumulation of debt.

The general purpose of this Corporation shall be to conduct any and all business authorized by Florida Chapter 617, Corporations Not For Profit Laws of the State of Florida.

ARTICLE IV

Notwithstanding any other provisions 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 provisions 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 provisions of any future United States Internal Revenue Law).

ARTICLE V

The qualification for memberships and the manner of members admission shall be stated and regulated by the Bylaws of this Corporation.

## ARTICLE VI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of the Corporation shall be 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.

## ARTICLE VII

The principal office and mailing address of the Corporation shall be

26348 U.S. Highway 19 North  
Clearwater, FL 33761

## ARTICLE VIII

The street address of the Corporation's initial registered office shall be

1008 Drew Street  
Clearwater, FL 33755

and the name of its initial registered agent at such address is:

**JAMES W. BAUMAN**

## ARTICLE IX

The number of directors constituting the initial Board of Directors shall be three (3), and the names and street addresses of the persons who are to serve as the initial directors are as follows:

Rey DeLosh  
2783 Quail Hollow Road  
Clearwater, FL 33761

Michael Potts  
416 Pinewood Drive  
Oldsmar, FL 34677

Neuy Potts  
416 Pinewood Drive  
Oldsmar, FL 34677

#### ARTICLE X

The directors of the Board of Directors are appointed annually in accordance with the manner expressed in the Bylaws of United Debt Release, Inc.

#### ARTICLE XI

The names and addresses of the Incorporator of the corporation are:

Michael Potts  
416 Pinewood Drive  
Oldsmar, FL 34677

The manner of termination of membership shall be determined by the Bylaws.

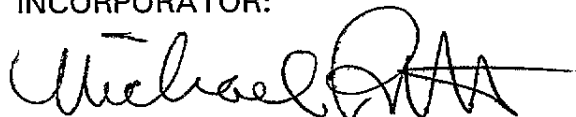
#### ARTICLE X

The distribution of assets upon dissolution or final liquidation of United Debt Relief, Inc. or from partial liquidation shall be determined by the majority vote of the Board of Directors at the time of liquidation or dissolution, but any funds distributed shall only be given to a valid 501(c)(3) charitable organization as recognized by the Internal Revenue Service.

We, the undersigned, being a natural person of the age of majority and citizen of the United States, for the purpose of forming a corporation under

the "Nonprofit Corporation Act" of the State of Florida, do hereby adopt the foregoing Articles of Incorporation.

INCORPORATOR:




**MICHAEL POTTS**

STATE OF FLORIDA        )

)

COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 2001, by Michael Potts who is personally known to me and who did not take an oath.



Notary Public

My Commission expires:



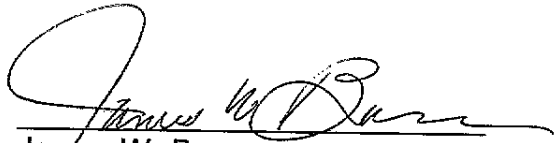
**CERTIFICATE OF DESIGNATION  
OF RESIDENT AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned non-for-profit Corporation, organized under the laws of the State of Florida, submits the following statement in designating the resident agent/registered office in the State of Florida.

1. The name of the Corporation is **UNITED DEBT RELIEF, INC.**
2. The name and address of the registered agent and office is:

James W. Bauman, Esq.  
1008 Drew Street  
Clearwater, FL 33755

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
James W. Bauman,  
Resident Agent

10-26-01  
Date

FILED  
01 OCT 29 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA