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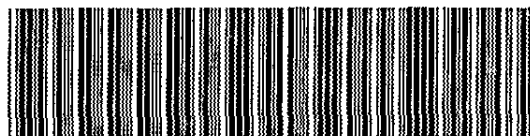
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LAW OFFICES  
**WILSON, JOHNSON & JAFFER, P.A.**

27 SOUTH ORANGE AVENUE  
SUITE ONE  
SARASOTA, FLORIDA 34236  
TELEPHONE (941) 955-5800  
FACSIMILE (941) 955-7353

CLYDE H. WILSON (1908-1994)  
ROBERT M. JOHNSON  
CLYDE H. WILSON, JR.  
JOHN S. JAFFER  
DOUGLAS A. CHERRY

E-MAIL ADDRESSES:  
johnson@lawsites.com  
wilson@lawsites.com  
jaffer@lawsites.com  
cherry@lawsites.com

Federal Express

November 5, 2002

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

We are enclosing Articles of Incorporation of **CONSUMER CREDIT EDUCATION CORPORATION** and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,



Robert M. Johnson

Encl: Check \$78.75  
Articles of Inc., in duplicate

P.S. We have enclosed a prepaid Federal Express return envelope.

ARTICLES OF INCORPORATION

CONSUMER CREDIT EDUCATION CORPORATION,

A Florida Not-For-Profit Corporation

The undersigned, acting as incorporator of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: **CONSUMER CREDIT EDUCATION CORPORATION**; and the initial principal address of the corporation is: 2477 Stickney Point Road, Suite 221B, Sarasota, Florida 34231.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

Upon the dissolution of the organization, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

1. To offer public forums on the access, use and control of consumer credit offered through various channels that can include, but are not limited to banks, savings and loans, credit unions, finance companies retail companies, private institutions, government institutions and any other so related entity or person.
2. To form partnerships and/or alliances with these entities or persons, as above listed or related, to assist consumer clients in the effective use of credit and offer educational solutions and/or services when use is not in control. Government agencies that provide

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credit information and assistance will be sought for their expertise for this corporation to have a more complete menu of educational solutions and/or services and to supplement our own education program and services.

3. To hold our company out to the public via public service announcements, telemarketing the World Wide Web and any other reasonable means of communication and/or advertisement as the Board of Directors may so elect.

4. To provide assistance to persons or entities that are unable to control their debt level by negotiating on their behalf and getting the persons or entities under a manageable repayment plan.

5. To keep apprised of industries that are down sizing and the companies that are being affected.

6. To volunteer our services and support individuals going through our placement counseling and determine their needs as it relates to credit issues.

7. To address housing issues for first time home buyers and existing home owners to either offer or out source both pre and post home buyer education programs and links to affordable home mortgage loan financing sources through industry partnerships and/or alliances.

8. To establish working partnerships and/or alliances with attorneys, certified public accountants, collection agencies negotiated settlement companies and similarly situated agencies, companies or associations to establish alternative solutions for clients.

9. To operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE IV

##### POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, in other States, in the District of Columbia, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this Corporation is formed.

## ARTICLE V

### REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: 2477 Stickney Point Road, Suite 221B, Sarasota, Florida 34231, and the registered agent at such address is: William A. English.

## ARTICLE VI

### BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time. In order for business to be conducted by the board of Directors, a majority of the authorized Board of Directors must be present, such majority constituting a Quorum. Any meeting at which a Quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the requires quorum for that meeting.

## ARTICLE VII

### AMENDMENTS

A majority 2/3 vote of a Quorum Board of Directors at any annual, general or special meeting may amend these Articles of Incorporation, upon notice given, as provided by the By-Laws of the intention to submit such amendments.

## ARTICLE VIII

The name and address of the incorporator is:

Robert M. Johnson

27 South Orange Avenue

Sarasota, Florida 34236

## ARTICLE IX

### EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein. 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under §501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes, which promote, advance and encourage the spirit of the purposes as set forth in Article III.

## ARTICLE X

### LIABILITY

The liability of the Officers and Directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law. This Corporation is authorized to provide indemnification of its Officers and Directors and additionally is authorized to provide insurance for its Officers and Directors.

Any repeal or modification of the foregoing provision of this Article X shall not adversely affect any right or protection of an Officer and Director of this Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5<sup>th</sup> day of November 2002.



**Robert M. Johnson, Incorporator**

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **CONSUMER CREDIT EDUCATION CORPORATION**

2. The name and address of the registered agent and office is: **William A. English**, 2477 Stickney Point Road, Suite 221B, Sarasota, Florida 34231.

SIGNATURE \_\_\_\_\_

**William A. English**

TITLE Resident Agent

DATE 11/5/02

HAVING BEEN NAMED AS REGISTERED 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.

SIGNATURE \_\_\_\_\_

**William A. English**

DATE 11/5/02

REGISTERED AGENT FILING FEE: \$35.00

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