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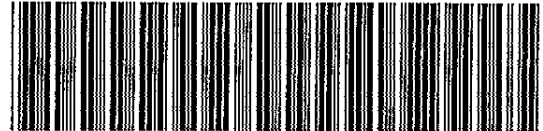
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03 FEB 14 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: iPayDebt Financial Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joan Martino Wallis
Name (Printed or typed)

2641 E. Atlantic Blvd., Ste 307
Address

Pompano BEach, Fl 33062
City, State & Zip

954-941-9005
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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03 FEB 14 PM 3:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

iPayDebt Financial Services, Inc.

a non-profit Florida corporation

(Pursuant to s. 617.0202, Florida Statutes.)

The undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of Florida and adopt the following Articles of Incorporation.

FIRST: The name of this corporation is iPayDebt Financial Services, Inc. The duration of the corporation shall be perpetual.

SECOND: The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended.

THIRD: This Corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. 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 the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Second hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal revenue Code as they now exist or as they may hereafter be amended.

FOURTH: The specific charitable, scientific, literary, and educational objectives of this corporation

are:

- a. Providing education and information to consumers and the general public as to the sound use of consumer credit and debt management
- b. Providing counseling assistance programs on the sound use of consumer credit and debt management to consumers and the general public.
- c. Assist and facilitate consumers in consolidating debt to lower their existing debt.
- d. Provide public access to education, information, and counseling assistance programs as to the sound use of consumer credit, debt management and debt reduction solutions via free access internet websites, toll-free telephone, and seminars.

FIFTH: In furtherance of its objectives and to provide funds therefore, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income there from and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.

c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock, which may be held by this corporation.

h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this

corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information via the internet, telephone and counseling, and to provide access to printed material, forms, and other presentations or materials for the benefit of consumers and/or the public.

l. To collect service fees and/or dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

SIXTH: This corporation appoints, Joan Martino Wallis, of Wallis, & Wallis, P.A., 2641 E. Atlantic Blvd. Suite 307, Pompano beach, FL 33062, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

SEVENTH: The known place of business of the corporation shall be: 1845 S. Federal Highway, Ste. 352, Delray beach, FL 33483 and at such other places as from time to time may be selected by the Board of Directors.

EIGHTH: The number of directors of the corporation shall be not less than three and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Mr. Joseph F. Barrero
Director
1845 South Federal Hwy, Suite 352
Delray Beach, Florida 33483

Mr. Rolando Barrero
Director
7860 NW 71 St
Miami, Florida 33166

Mr. Mathew Williams

Director
1845 South Federal Hwy, Suite 352
Delray Beach, Florida 33483

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

NINTH: The names and addresses of the undersigned incorporators are:

Mrs. Joan Martino Wallis
Wallis & Wallis P.A.
2641 East Atlantic Blvd., Suite 307
Pompano beach, FL 33062

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

TENTH: Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.


Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

ELEVENTH: These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles Fifth and Tenth hereof shall not be altered or amended in any manner or way whatsoever.

TWELFTH: In the event of dissolution or winding up of the corporation, assets shall be distributed from one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purpose.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this 11th day of FEBRUARY, 2003.


Joan Martino Wallis

STATE OF FLORIDA

Date of this Acknowledgment

SS.

11 February

COUNTY OF BROWARD

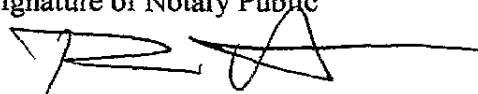
Acknowledgment. On this date before me a Notary Public, personally appeared, known to be or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

Notary Expiration Date



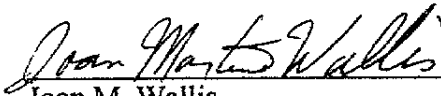
Bruce Bernstein
Commission # DD 072239
Expires Dec. 21, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Signature of Notary Public



ACCEPTANCE BY REGISTERED AGENT

Joan M. Wallis who has been a bona fide resident of Florida for at least three years, hereby accepts her appointment as Registered Agent of iPayDebt Financial Services, Inc., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that her office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.



Joan M. Wallis
Wallis & Wallis, P.A.
2641 E. Atlantic Blvd., Ste 307
Pompano Beach, FL 33062
(954) 941-9005

Date: 2/11/20

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