

NO 3000001883

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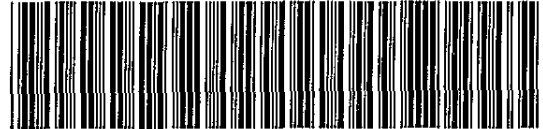
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03 MAR -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: AMERICAN DEBT PLANNERS, 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: AARON BEHAR
Name (Printed or typed)

3813 S.W. 49TH PLACE
Address

FORT LAUDERDALE, FL 33312
City, State & Zip

(954) 985-9787 / (954) 560-2171
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
AMERICAN DEBT PLANNERS, INC.
a Nonprofit Corporation**

The undersigned persons, pursuant to Chapter 617, Florida Statutes, hereby execute the following document and set forth:

**ARTICLE I
NAME**

The name of the corporation is:

AMERICAN DEBT PLANNERS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal address of the corporation is:

4627 Northeast 4th Avenue, Boca Raton, FL 33431

**ARTICLE III
PURPOSE**

The purpose of this corporation is to provide debt management services to debtors, including but not limited to debt negotiation, debt consolidation and consumer credit education. Further, this corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

ARTICLE IV
MANNER OF ELECTION

The initial Directors of this Corporation are named in Article V, below. The Directors named in Article V shall serve a term of one (1) year, beginning on the date of incorporation. The affairs of the Corporation shall be carried on through its Board of Directors, and the manner of election or appointment of future Directors shall be provided in the bylaws.

ARTICLE V
INITIAL DIRECTORS / OFFICERS

The names and addresses of the initial Directors of this Corporation shall be:

AARON BEHAR, 3813 Southwest 49th Place, Fort Lauderdale, Florida 33312
SEAN E. HENGESBACH, 4627 Northeast 4th Avenue, Boca Raton, Florida 33431
JOSEPH BEHAR, 19111 Collins Avenue, #1502, Sunny Isles Beach, Florida 33160
ALAN F. HENGESBACH, 3081 Waterfall Drive, Spring Hill, Florida 34608

The names of the initial Officers of this Corporation shall be:

PRESIDENT – AARON BEHAR, 3813 Southwest 49th Place, Fort Lauderdale, Florida 33312

VICE PRESIDENT – SEAN E. HENGESBACH, 4627 Northeast 4th Avenue, Boca Raton, Florida 33431

TREASURER – JOSEPH BEHAR, 19111 Collins Avenue, #1502, Sunny Isles Beach, Florida 33160

SECRETARY -- ALAN F. HENGESBACH, 3081 Waterfall Drive, Spring Hill, Florida 34608

ARTICLE VI
REGISTERED AGENT

The name and Florida street address of the registered agent is:

SEAN E. HENGESBACH, 4627 Northeast 4th Avenue, Boca Raton, Florida 33431

ARTICLE VII
INCORPORATORS

The names and addresses of the initial incorporators are:

AARON BEHAR, 3813 Southwest 49th Place, Fort Lauderdale, Florida 33312

SEAN E. HENGESBACH, 4627 Northeast 4th Avenue, Boca Raton, Florida 33431

ARTICLE VIII
DURATION

The duration of this Corporation shall be perpetual.

ARTICLE IX
MEMBERS

The Corporation will have no members.

ARTICLE X
DISTRIBUTION OF EARNINGS
COMPENSATION OF OFFICERS/DIRECTORS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes of the Corporation as 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 influence (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI
COMPLIANCE WITH IRC 501(c)(3)

TENTH: 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 1986, as amended, or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XII
COMPLIANCE WITH MISCELLANEOUS PROVISIONS OF IRC

Notwithstanding any other provisions of these Articles or the bylaws of the corporation, the corporation shall operate in accordance with the following:

- (a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.
- (b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

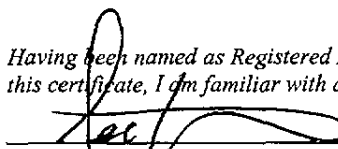
(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

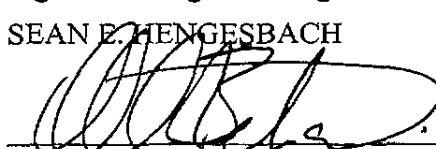
Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed 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 a Court of competent jurisdiction 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.

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



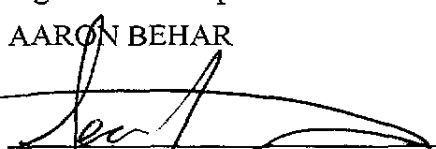
Signature / Registered Agent

SEAN E. HENGESBACH



Signature / Incorporator

AARON BEHAR



Signature / Incorporator

SEAN E. HENGESBACH

2/18/03

Date

2/18/03.

Date

2/18/03

Date

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TALLAHASSEE, FLORIDA