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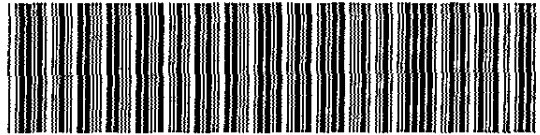
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C. O. ~~Callahan~~ NOV 13 2003

LAW OFFICES OF
RAYMOND A. PICCIN

2455 HOLLYWOOD BLVD.
SUITE 300
HOLLYWOOD, FL 33020

TEL: (954) 453-1193
FAX: (954) 987-2580

November 3, 2003

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

RE: Articles of Amendment to the Articles of Incorporation for Professional Debt Management, Inc.

Dear Division of Corporations:

Enclosed please find an Original Articles of Amendment to the Articles of Incorporation for Professional Debt Management, Inc., along with the appropriate filing fee of \$35.00.

In addition, please furnish a certified copy of the Articles of Amendment. Accordingly, the appropriate certified copy fee of \$8.75 is also enclosed herein (\$43.75 in total).

Please return same to the undersigned at the address set forth above.

Thank you. ~

RAYMOND A. PICCIN

**Articles of Amendment to
the Articles of Incorporation
for
Professional Debt Management, Inc.**
(A Not - For - Profit Corporation organized pursuant to
Chapter 617 of the Florida Statutes)

First: The Name of the Corporation shall be:

Professional Debt Management, Inc.

Second: The principal office and mailing address of the corporation shall be:

Professional Debt Management, Inc.
7651 N.W. 13th Street
Pembroke Pines, Florida 33024

Third: The corporation is organized exclusively for charitable, religious, educational, and scientific purposes.

Fourth: Pursuant to Florida Statutes §617.0202(d), the method of electing the corporation's board of directors shall be stated in the corporation's by-laws.

Sixth: The name and address of the corporation's registered agent shall be:

Raymond A. Piccin, Esq.
7651 N.W. 13th Street
Pembroke Pines, Florida 33024

Seventh: The name of the corporation's initial incorporator is:

Raymond A. Piccin, Esq.

Eighth: 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

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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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

- Ninth:** Notwithstanding any provisions of the Florida Statutes to the contrary, upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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.
- Tenth:** The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- Eleventh:** The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- Twelfth:** The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- Thirteenth:** The corporation will not make any investments in any manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- Fourteenth:** The corporation will not make any taxable expenditures as defined in

section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

Pursuant to Florida Statutes §617.1006(4), as of the date of the adoption of these Articles of Amendment to the Articles of Incorporation for Professional Debt Management, Inc., there were no Members or Members entitled to vote on these Articles of Amendment, and, on the 4 day of NOVEMBER 2003, these Articles of Amendment to the Articles of Incorporation for Professional Debt Management, Inc., were adopted by the Board of Directors of Professional Debt Management, Inc., at a duly noticed meeting wherein a quorum was present.



RAYMOND A. PICCIN

Director and Authorized Representative

Acceptance by Registered Agent

Having been named as registered agent to accept service of process from 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.



RAYMOND A. PICCIN