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2009 MAY 22 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SP
5/22

GOOD SAMARITAN FINANCIAL ALLIANCE, INC.

1375 GATEWAY BLVD
BOYNTON BEACH, FL 33426
(561) 333-3530

May 15th, 2009

Division of Corporations
Attn: Stacy Prather
2661 Executive Center Cir
Clifton Building
Tallahassee, FL 32301

RE: Good Samaritan Financial Alliance, Inc. (FL Corp# P04000169040)

Conversion from an existing FOR-PROFIT Corporation, to a NOT-FOR-PROFIT corporation, pursuant to § 617.1805-.1808, FLA. STAT.

Dear Ms. Prather,

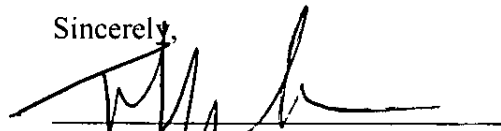
The corporation GOOD SAMARITAN FINANCIAL ALLIANCE, INC. (P04000169040), a FOR-PROFIT corporation has converted, without dissolution, to a NOT-FOR-PROFIT corporation.

In response to our discussion with you, I have enclosed the **Order by the Judge (certified copy)**, the **Articles of Incorporation**, along with the check for \$70 filing fees.

The **Articles of Incorporation** were adopted in accordance with the Bylaws of the Corporation on April 27th, 2009. The order of the judge was passed on May 7, 2009.

This letter is addressed directly to you in consideration for the special circumstances surrounding a not-for-profit conversion without dissolution. Such a conversion requires the issuance of a new FL corporation document number while preserving the corporate history. If you have questions you may reach me by telephone: (561) 333-3530, Ext 421

Sincerely,



Tiffany A. Moore, President

IN CIRCUIT COURT OF THE FIFTEENTH
JUDICIAL CIRCUIT IN AND FOR PALM
BEACH COUNTY, FLORIDA

In re
GOOD SAMARITAN FINANCIAL
ALLIANCE, INC.
Petitioner

CASE No. 50 2009 CA 015375 XXXX MB AN

2009 MAY 12 PM 3:55
FIFTEENTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

ORDER APPROVING PETITION

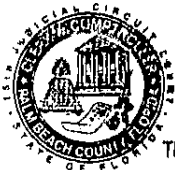
On Thursday, May 7, 2009, at 8:45 a.m., this cause came before the court upon the petition of GOOD SAMARITAN FINANCIAL ALLIANCE, INC., to convert from a Florida for-profit corporation to a Florida not-for-profit corporation. The Court has considered the petition and the legal authority for conversion of a corporation provided by §§ 617.1805-1807, Fla. Stat. (2009). Having reviewed the file and otherwise being fully advised in the premises the Court does hereby:

FIND that the petition is in good order with the required unanimous consent for conversion of the corporation as well as the proposed and approved articles of incorporation, and the proposed not for profit corporation has agreed to accept all of the assets and liabilities of the for profit corporation as required by the statute; WHEREFORE, the Court does hereby

ORDER AND ADJUDGE that the petition for conversion meets all the criteria for conversion of the corporation. It is further

ORDERED and ADJUDGED that the petition is GRANTED and the articles of incorporation are hereby approved.

DONE AND ORDERED in chambers in West Palm Beach, Palm Beach County, Florida, this 11th day of May, 2009.



STATE OF FLORIDA • PALM BEACH COUNTY

I hereby certify that the foregoing is a true copy of the record in my office.

THIS 15 DAY OF May, 2009

SHARON R. BOCK

Copy Furnished to COMPTROLLER BY Jan J. Yarnell, Esq., P.O. Box 32172, Palm Beach Gardens, Florida 33420

By Irma de Jesus
DEPUTY CLERK

[Signature]
Honorable Jack S. Cox
Circuit Court Judge

ARTICLES OF INCORPORATION FOR

**GOOD SAMARITAN FINANCIAL ALLIANCE, INC.
A Florida Not-For-Profit Corporation**

The undersigned corporation hereby amends and restates, in its entirety, its Articles of Incorporation, pursuant to Chapter 617 of the Laws of the State of Florida. These Articles of Incorporation were adopted by the shareholders in accordance with the Bylaws of the Corporation on **April 27th, 2009**. The number of votes cast for the amendment was sufficient for approval.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE ONE: NAME OF CORPORATION

The name of the corporation is GOOD SAMARITAN FINANCIAL ALLIANCE, INC. (hereinafter referred to as "GSFA").

ARTICLE TWO: PERIOD OF DURATION

The duration of the corporation is perpetual.

ARTICLE THREE: PURPOSE

- (a) **GENERAL PURPOSE:** GSFA is organized for non-profit purposes as allowed under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and is authorized to exercise such powers as are in furtherance of its exempt status.
- (b) **PRIMARY PURPOSE:** GSFA operates with the primary purpose of promoting affordable home ownership, home preservation, and responsible financial decisions for all Americans, without regard for race, creed, color, sex or national origin. This includes, but is not limited to the following methods:
 - (1) **EDUCATION:** GSFA develops and distributes educational materials to encourage responsible financial decisions for homeownership. The educational materials are distributed by Mail, Internet and Telephone correspondence.
 - (2) **ASSISTANCE:** GSFA provides resources and unbiased, one-on-one assistance to promote a secure financial future for each homeowner. This is facilitated through personal communications via Mail, Internet and Telephone correspondence.
 - (3) **FACILITATION:** GSFA will enlist major lenders to broker discounted financing on behalf of the homeowner.

ARTICLE FOUR: NONSTOCK CORPORATION

GSFA shall not have or issue shares of stock; however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not-for-profit corporation.

ARTICLE FIVE: REGISTERED OFFICE AND AGENT

The corporation's Registered Office and principal place of business in this state is:

1375 Gateway Blvd
Boynton Beach, FL 33426

The name and street address of the initial Registered Agent is:

Tiffany A. Moore
1375 Gateway Blvd
Boynton Beach, FL 33426

The Board of Directors may from time-to-time move the Registered Office within Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE SIX: INITIAL OFFICERS / DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

TITLE	NAME	ADDRESS
President	Tiffany A. Moore	1375 Gateway Blvd Boynton Beach, FL 33426

ARTICLE SEVEN: INCORPORATORS

The name and address of the incorporator to these Articles is as follows:

Tiffany A. Moore
1375 Gateway Blvd
Boynton Beach, FL 33426

ARTICLE EIGHT: INDEMNIFICATION

- (a) Every person who now is or hereafter shall be a Trustee or Officer of GSFA shall be indemnified by GSFA to the fullest extent now or hereafter permitted by law.
- (b) To the extent allowed by law no Trustee or officer shall be personally liable for any action taken in the proper exercise of their obligations or responsibilities as Officer or Trustee of the corporation.
- (b) Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE NINE: ADDITIONAL PROVISIONS

- (a) No part of GSFA's net earnings shall inure to the benefit of any member, trustee, officer of GSFA, or any private individual, except that reasonable compensation may be paid for services rendered to or for GSFA affecting one or more of its purposes, and no member, trustee, officer of GSFA, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of GSFA.
- (b) GSFA is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of GSFA, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of GSFA, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.
- (c) No substantial part of the official activities of GSFA shall be the carrying on of propaganda, or otherwise attempting to influence legislation. GSFA, in its official capacity, shall not participate in or intervene in the publication or distribution of statements, or any political campaign on behalf of any candidate for public office.
- (d) Upon the dissolution of GSFA, the assets of GSFA shall be distributed exclusively to one or more charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose.

These Articles of Incorporation were adopted with unanimous consent in accordance with the Bylaws of the corporation on April 29, 2009.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the corporation this 29th day of April, 2009.

[Handwritten Signature]

Tiffany A. Moore,
President/Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, on this 29th day of April, 2009, personally appeared Tiffany A. Moore, known by me to be the person who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal the date aforesaid.

[Handwritten Signature: Bryan James Yarnell]
NOTARY PUBLIC



BRYAN JAMES YARNELL
MY COMMISSION # DD 050759
EXPIRES: March 8, 2013
Bonded True Budget Notary Services

COMMISSION EXPIRES

ENDORSEMENT BY CIRCUIT COURT JUDGE

The Court has reviewed the Petition, Articles of Incorporation and Unanimous Consent filed by the petitioner. The Court has fully reviewed these documents and is otherwise fully advised in the premises. Pursuant to the authority vested in the Court by § 617.1807, Fla. Stat. the Court hereby finds that the petition and proposed articles are in proper form, the articles of incorporation are hereby approved and endorsed

The Court hereby orders that all of the property of the for-profit corporation shall become the property of the successor not-for-profit corporation subject to all indebtedness and liabilities of the for-profit corporation.

DONE, ORDERED, APPROVED and ENDORSED, this 15 day of May, 2009 in chambers in West Palm Beach, Palm Beach County, Florida.



STATE OF FLORIDA • PALM BEACH COUNTY

I hereby certify that the foregoing is a true copy of the record in my office.

THIS 15 DAY OF May 20 09

SHARON R. BOCK
CLERK & COMPTROLLER

By *[Handwritten Signature: Irma de Jesus]*
DEPUTY CLERK

[Handwritten Signature]
Circuit Court Judge Presiding.

2009 MAY 22 PM 12: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED