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**KEASLER LAW GROUP**  
INTEGRAL COUNSEL

October 20, 2010

**VIA FEDERAL EXPRESS,**  
**OVERNIGHT DELIVERY**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Consumer Counseling Foundation, Inc.**

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Consumer Counseling Foundation, Inc. Also, enclosed is a check in the amount of \$87.50 representing the filing fee of same and the request for a certified copy and Certificate of Good Standing.

If you have any questions and/or need additional information, please do not hesitate to contact our office. Thanking you for your assistance in this matter.

Sincerely,

Tera J. Whitmore  
Legal and Executive Assistant  
Keasler Law Group

Enclosures

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**EFFECTIVE DATE**

10/16/10

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**Articles of Incorporation  
Consumer Counseling Foundation, Inc.**

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The undersigned legal person being competent to contract for the purpose of forming a non-member, not-for-profit corporation under Chapter 617, Florida Statutes, the Not-for-Profit Corporation Law of the State of Florida, and to qualify as an organization exempt from taxation under Internal Revenue Code §501(c)(3) and §501(q), does hereby make, subscribe, acknowledge, file and adopt the following Articles of Incorporation for **Consumer Counseling Foundation, Inc.**, a non-profit Florida corporation:

**ARTICLE I**

Name.

The name of this corporation (hereinafter called "the Corporation") is **Consumer Counseling Foundation, Inc.** and the initial principal office of the corporation is 10245 Centurion Parkway No., Suite 305, Jacksonville, FL 32256.

**ARTICLE II**

Duration.

The Corporation shall have perpetual existence.

**ARTICLE III**

Purposes.

- A. To operate a nonprofit, tax exempt entity which provides credit counseling and debt management plan services tailored to the specific needs and circumstances of consumers, which provides such services for the purpose of assisting a consumer's credit and/or residential mortgage situation through a negotiated debt management plan, a mortgage forbearance or modification, a short sale, deed-in-lieu transaction or other residential property transaction so as to best protect the consumers credit history or credit rating but only to the extent that such services are incidental to providing credit counseling services. The Corporation will not make loans to debtors, negotiate the making of loans on behalf of debtors, or charge any separately stated fee for services designed to improve any consumer's credit record, credit history, or credit rating. The Corporation will not refuse to provide credit counseling services to a consumer due to the inability of the consumer to pay, the ineligibility of the consumer for a debt management plan, mortgage forbearance or modification or other resolution to the distressed consumer's credit environment, or refuse such service because the consumer is unwilling to enroll in a debt management plan. The Corporation shall maintain at all times a fee policy which requires that any fees charged to a consumer for services are reasonable, allows for the waiver of fees if the consumer is unable to pay, and except to the extent allowed by Florida law, prohibits charging any fee based in whole or in part on a percentage of the consumer's debt, the consumer's payments

- to be made pursuant to a debt management plan, or the projected or actual savings to the consumer resulting from enrolling in a debt management plan.
- B. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
  - C. No part of the net earnings of the Corporation shall inure to the benefit of any Director, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  - D. The Corporation shall distribute its income for each taxable 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 or corresponding provisions of any subsequent federal tax laws.
  - E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.
  - F. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.
  - G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.
  - H. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.
  - I. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
  - J. In furtherance of its exclusively charitable corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.
  - K. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for

public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) and/or Section 501(q) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLES IV**

##### **Members and Membership.**

Pursuant to §617.0601(1)(a). Florida Statutes, the Corporation shall not have any members and shall be managed by the Board of Directors appointed hereunder by the original Incorporator of the Corporation and the Directors that are the lawful successors thereof.

#### **ARTICLE V**

##### **Board of Directors.**

The names and addresses of the initial Board of Directors appointed by the Incorporator and who shall serve until the first annual meeting of the Corporation and the election of a respective successor therefore, are:

<b>Richard Rollins</b>	3800 Fenwick Island Drive Jacksonville, FL 32224
<b>Jim Satterwhite</b>	2323 Coste Verde Blvd. #202 Jacksonville Beach, FL 32250
<b>Frank Keasler</b>	7810 Hollyridge Road, Jacksonville, FL 32256
<b>Charles N. (Peb) Hendrix</b>	569 Edgewood Avenue South Jacksonville, Florida 32205
<b>Bruce A. Smathers</b>	4051 Timuquana Road Jacksonville, FL 32210

The method of election of directors is as stated in the Corporation's bylaws. At all times the Corporation shall maintain a board of directors or other governing body which is controlled by persons who represent the broad interests of the public, such as public officials acting in their capacities as such, persons having special knowledge or expertise in credit or financial education, and community leaders. Such directors may not benefit financially, directly or indirectly, from the organization's activities other than through the receipt of reasonable compensation, service and directors' fees or the repayment of consumer debt to creditors other than the credit counseling organization or its affiliates.

The number of directors of the Corporation shall never be less than three (3); provided, however, that such number may be increased by a bylaw duly adopted pursuant to the Bylaws of this Corporation.

#### **ARTICLE VI**

##### **Amendments.**

The Bylaws and any amendment to the Articles of Incorporation are to be proposed in writing and adopted, altered, or rescinded only by a majority of the Board of Directors at any special, regular or annual meeting of the Board of Directors, but only as not inconsistent with the specific and charitable provisions of these Articles.

**ARTICLE VII**  
**Dissolution.**

In the event of the voluntary or involuntary liquidation or dissolution of this corporation, all of its assets and properties (both tangible and intangible, owned by the Corporation or received from any source whatsoever) shall be distributed and paid over to one or more organizations which themselves are exempt from Federal Tax under Section 501(c)(3) of the Internal Revenue Code and the lawful regulations thereof, as they are now existing or may hereafter be amended, changed, modified, or supplemented.

**ARTICLE VIII**  
**Enabling Provisions.**

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

- A. To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of and trade names, trademarks, concessions inventions, formula improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.
- B. To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Florida, and while owner of any of said shares of capital stock or bonds of other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate through the Board of Directors such person for the purpose from time to time to exercise such right, to the same extent as natural persons.
- C. To borrow or solicit money for furtherance of the corporate purposes.
- D. To accept any gift, conveyance, transfer, settlement, devise or bequest made for a designated restricted purpose, if such restricted purpose is within the purview of the corporate powers herein as allowed hereunder and by law and does not violate the purposes of the corporation nor provide a direct inurement of a benefit to a private individual. The Board of Directors may accept and expend such funds or property for the designated purposes. But no gift, conveyances, transfer, settlement, devise or bequest of any property, of any name or nature, shall be accepted, nor any interest in a corporation or association, any remainder, reversion, possibility of reverter, or executory interest, or any interest of any kind, any which might under any contingency vest the gift conveyance, transfer, settlement, devise or bequest, or any portion of it, in any private individual, corporation or association.
- E. To receive donations of and to purchase, sell, mortgage, lease, improve and deal in real estate and personalty wherever situated, and to construct, equip, operate, lease, rent, hire

and manage facilities and buildings of every kind and description for the furtherance of the credit and consumer counseling services for which the Corporation was organized.

- F. To do all other legal acts and things which may in the discretion of the Board of Directors, further the above stated purposes and to such end to organize, maintain and support other credit counseling services.
- G. To possess and exercise any and all corporate powers granted by the laws of the State of Florida and the United States which are, however, restricted to the furtherance of the above stated credit counseling services, charitable and community purposes.

#### **ARTICLE IX.**

##### **Exempt Purpose.**

No part of the net earnings or any benefits of the Corporation shall inure to the benefit of, or be distributed to its Directors, officers, or other private persons, except the corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **ARTICLE III** hereof.

#### **ARTICLE X.**

##### **Unauthorized Action.**

Notwithstanding any other provision of these Articles, this Corporation shall not and in addition to any other activity prohibited by law:

- A. Solicit contributions from consumers during the initial counseling process or while the consumer is receiving services from the Corporation;
- B. Carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law;
- C. Carry on any other activities not permitted to be carried on by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law; or
- D. Allow aggregate revenues of the Corporation which are from payments of creditors of consumers of the organization and which are attributable to debt management plan services to exceed 50 percent of the total revenues of the Corporation.

#### **ARTICLE XI**

##### **Registered Agent.**

The initial principal office of the Corporation is 10245 Centurion Parkway North, Suite 305 Jacksonville, Duval County, Florida 32256. The name and street address of the Registered Agent for this non-profit corporation is **Frank R. Keasler, Jr., Esquire**, 10245 Centurion Parkway No., Suite 305, Jacksonville, Duval County, Florida 32256.

**ARTICLE XII**  
**Incorporator.**

The name and street address of the Incorporator for this non-profit corporation is **National Real Estate Solutions, LLC**, 10245 Centurion Parkway No., Suite 305, Jacksonville, Duval County, Florida 32256.

**ARTICLE XIII**  
**Effective Date of Corporation.**

The date corporate existence begins shall be October 16, 2010. This election is pursuant to Florida Statute 617.0203.

**IN WITNESS WHEREOF** The Incorporator has set its signature as the Incorporator of this Corporation and to and for these Articles of Incorporation to be effective the sixteenth day of October, 2010

**INCORPORATOR:**

  
National Real Estate Solutions, LLC

By: Richard Rollins

Its: President

Date: 10/19/2010

STATE OF FLORIDA   )  
COUNTY OF DUVAL   )

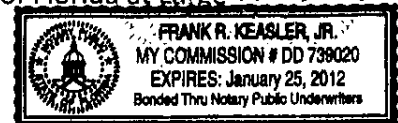
The foregoing Articles of Incorporation were acknowledged before me this 19th day of October, 2010, by **Richard Rollins, President of National Real Estate Solutions, LLC**, who is known to me or produce \_\_\_\_\_ as identification, and signed such Articles of Incorporation for the uses and purposes therein set forth.



Notary's Name:

My commission expires:

Notary Public, State of Florida at Large





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance with Section 617.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

**Consumer Counseling Foundation, Inc.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named **Frank R. Keasler, Jr.**, located at 10245 Centurion Parkway North, Ste 305, Jacksonville, FL 32256, as its agent to accept service of process within this state.

DATED this 19 day of OCTOBER, 2010.

**CONSUMER COUNSELING FOUNDATION, INC.**

By: Richard Rollins  
Richard Rollins  
Its: President

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

DATED this 19th day of October, 2010.

By: Frank R. Keasler, Jr.  
Frank R. Keasler, Jr., Registered Agent

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