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**FLORIDA PROFIT/NON PROFIT CORPORATION
CONANT MEDIATION PROGRAM MANAGEMENT, INC.**

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**ARTICLES OF INCORPORATION
OF**

CONANT MEDIATION PROGRAM MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a not-for-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the Corporation shall be Conant Mediation Program Management, Inc. The principal office for conducting business in the State of Florida, and the mailing address, is 2211 Widman Way, Suite 100, Fort Myers, Florida 33901.

ARTICLE II

PURPOSE AND POWERS OF THE CORPORATION

A. This is a not-for-profit corporation organized pursuant to Chapter 617 of the Florida Statutes, and it shall have a perpetual existence. The primary purpose for which the Corporation is formed is for the operation and management of managed mediation programs for residential mortgage foreclosure cases.

B. The Corporation may, as a substantial purpose, provide educational information to members of the general public on financial topics or provide financial counseling of individuals and families including home owners who are at risk of being foreclosure.

C. The Corporation will possess and may exercise any and all of the powers and privileges granted to corporations not-for-profit by the laws of the State of Florida, in addition to those specified in these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

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ARTICLE III

INCORPORATORS

The names and addresses of the incorporator is:

Jonathan D. Conant
2211 Widman Way, Suite 100
Fort Myers, Florida 33901

ARTICLE IV

MEMBERSHIP OF THE CORPORATION

The Corporation shall have no Members, as allowed and provided for under and by Section 617.601, Florida Statutes.

ARTICLE V

OFFICERS

A. The Corporation may have the following Officers: a President, one or more Vice Presidents, a Secretary and a Treasurer and such other positions as Officers as the Board of Directors may create. Any individual may serve as an Officer holding more than one office.

B. The Officers will be elected by the Board of Directors for a term of one year from the date of installation, or until such time as their successors are duly elected and qualified.

C. All members of the Board of Directors shall be eligible to hold office as in one or more capacities as Officers of the Corporation.

ARTICLE VI

DIRECTORS

A. The Corporation shall have a Board of Directors consisting of not less than three (3), nor more than five (5), Directors.

B. The initial Board of Directors shall be identified at the organizational meeting of the Corporation to be conducted following incorporation.

C. The members of the initial Board of Directors, and each subsequent Board of Directors, shall serve for a term of one year, or until such time as their successors are duly elected and qualified.

D. The removal of members of the Board of Directors, the mechanism for filling any vacancies on the Board of Directors, and other matters pertaining to the Board of Directors, shall be governed by the Bylaws of the Corporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation will be indemnified from and against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred. If, however, such Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, then such indemnification shall not apply. This right of indemnification shall be in addition to, and not exclusive of, any and all other rights to which any such Officer or Director may be entitled.

ARTICLE VIII

AMENDMENT

The Directors of the Corporation may adopt such Amendments to these Articles of Incorporation as are required or desirable, and which are not inconsistent with the laws of the State of Florida. These Articles of Incorporation may be amended by the Board of Directors by the affirmative vote of at least 60% of all of the members of the Board of Directors.

ARTICLE IX

BY-LAWS

The Board of Directors of the Corporation will adopt such By-Laws and amendments thereof, as are required, and which are not inconsistent with the laws of the State of Florida. The By-Laws may be adopted and amended by not less than the affirmative vote of at least 60% of all of the members of the Board of Directors.

ARTICLE X**INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent shall be Jonathan D. Conant. The street address of the initial registered office of the Corporation is 2211 Widman Way, Suite 100, Fort Myers, Florida 33901.

Having been named to accept service of process for the Corporation, at the place designated in this Article X, I hereby accept said appointment and fully agree to act in said capacity, and with the provisions of Chapter 617, Florida Statutes, with regard thereto.


Jonathan D. Conant
Registered Agent

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 24 day of November, 2010, for the express purpose of forming the Corporation under the laws of the State of Florida, and I hereby make, submit and file, in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true and correct.


Jonathan D. Conant
Incorporator

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