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**Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION**United Financial Counselors Inc.**

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Corporate Filing Menu

J. Phlips

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The Undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
United Financial Counselors, Inc

Article II

The principal place of business address is:
909 N Miami Beach Blvd
North Miami Beach, FL 33162

The mailing address of the corporation is:
111 S, Highland Ave. Suite 149
Memphis TN 38111

Article III: Purposes and Powers

3.1 The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes, all within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or the corresponding provision of any subsequent federal tax law ("Section 501(c)(3)"). Specifically, United Financial Counselors is a nonprofit organization that is established and committed to raising the level of financial literacy in the greater Fort Lauderdale/Miami area. We target our education to all ages, starting from high school teens and continuing through senior citizens. We offer our assistance to all socio-economic backgrounds, including those individuals who have never had any understanding of debt, as well those who have simply suffered an isolated but unexpected financial setback. We also plan on providing pre & post bankruptcy counseling to individuals who cannot succeed in the other programs provided.

3.2 Restrictions on Corporate Purpose: An organization must be operated to further one or more of the exempt purposes stated in its organizing document. Certain other activities are prohibited or restricted, included but not limited to the following activities. A 501(c)(3) organization must:

- A. Absolutely refrain for participating in the political campaigns of candidates for local, state or federal office
- B. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key managers, employees, or other insiders
- C. Not further non-exempt purposes (such as purposes that benefit private interest) more than insubstantially.

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D. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purposes(s).

E. Not engage in activities that are illegal or violate fundamental public policy.

3.3 Powers: Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all power which now or hereafter are conferred by law upon a corporation incidental to the powers so conferred. Specifically, subject only to such limitations, the Corporation may:

A. Take by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest herein, without limitation as to amount or value, and hold, administer, sell, convey, or otherwise dispose of any such property and invest, reinvest, or deal with the principal and the income thereof, all in such manner as, in the judgment of the directors, will further the Corporation's purposes;

Article IV

The manner in which directors are elected or appointed is:

IN ACCORD WITH REQUIREMENTS OF THE BY-LAWS.

Article V

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

QuickNCorporate LLC
10749 SW 104th
Miami, FL 33176

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.



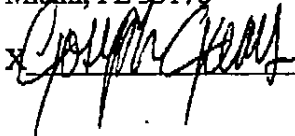
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Article VI

The name and address of the incorporator is:

QuickNCorporate
10749 SW 104th
Miami, FL 33176

X  _____

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: Executive Director
Jason Walowitz
359 Dorset I
Boca Raton, FL 33434

Title: Director
Alex Walowitz
11434 Boca Woods Ln.
Boca Raton FL, 33428

Title: Director
Robin Kalter
11434 Boca Woods Ln.
Boca Raton, FL 33428

Article VIII

The effective date for this corporation shall be: 01/11/2011

Article IX: Duration

This corporation shall exist perpetually, and the corporation existence will commence on the filing of these articles by the Secretary of State of the State of Florida

Article X: Director Liability Limitations

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A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, or where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. In the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not For Profit Corporation Acts, as so amended, without need for further amendments of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of the Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article XI: Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

Article XII: Amendments

These Articles of Incorporation may be amended at any meeting of the Board of Directors of any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

Article XIII: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future US Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

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