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January 23, 1995

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

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*****70.00 *****70.00

Re: National Credit Support Network, Inc.

Dear Sir or Madam:

Enclosed for filing are and original and one copy of Articles of Incorporation for National Credit Support Network, Inc., a nonprofit corporation. Also enclosed is a check in the amount of \$70.00, representing payment of the filing fee and registered agent designation fee.

Also enclosed is an extra copy of the Articles of Incorporation. Please return the copy to me at the above captioned address.

Of course, please let me know if you require any further documentation.

Sincerely,

Lynn Welter Sherman

cc: William M. Nilsson

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1 NAME

The name of the Corporation is National Credit Support Network, Inc.

Article 2 NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

Article 3 DURATION

The duration of the Corporation is perpetual.

Article 4 PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. Credit and debt counseling, including without limiting the generality of the foregoing: (1) providing information to the general public on the subjects of budgeting and the sound use of consumer credit; (2) counseling on budgeting and the sound use of consumer credit to debt-distressed individuals and families; and (3) developing and implementing debt repayment programs on behalf of debt-distressed individuals and families.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporation, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any other purposes set forth herein.

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C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5 LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organization described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purposes.

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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United states Internal Revenue Law).

Article 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the

Bylaws, but who shall not have the right to vote. The name and address of each Initial Voting Member is as follows:

William M. Nilsson
1502 Caird Way
Palm Harbor, Florida 34683

Lynn Frain
1502 Caird Way
Palm Harbor, Florida 34683

Jacquelin Senderi
38 Phillips Lane
Massapequa, New York 11762

Article 7 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 36507 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the name of its initial Registered Agent at the address is William M. Nilsson.

Article 8 INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

William M. Nilsson
1502 Caird Way
Palm Harbor, Florida 34683

Lynn Frain
1502 Caird Way
Palm Harbor, Florida 34683

Jacquelin Scuderi
38 Phillips Lane
Massapequa, New York 11762

Article 9
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President:	William M. Nilsson 1502 Caird Way Palm Harbor, Florida 34683
Secretary:	Lynn Frain 1502 Caird Way Palm Harbor, Florida 34683
Treasurer:	Jacquelin Scuderi 38 Phillips Lane Massapequa, New York 11762

Article 10
INCORPORATORS

The name and address of each Incorporator is as follows:

William M. Nilsson
1502 Caird Way
Palm Harbor, Florida 34683

Article 11
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article 12
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article 13
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

Article 14
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

Article 15
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 5 day of January, 1995.

William M. Nilsson
Incorporator

State of Florida)
County of Pinellas)

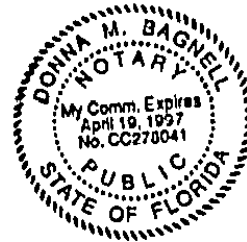
Before me, personally appeared William M. Nilsson, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 5 day of January, 1995, in the aforesaid county and state.

PL Donna M. Bagnell # 935-933-95 915-0

Donna M. Bagnell
Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is National Credit Support Network, Inc.
2. The name and address of the registered agent and office is

William M. Nilsson
36507 U.S. Highway 19 North
Palm Harbor, Florida 34684

Signature: William M. Nilsson

Title: President

Date: 1-5-94

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: William M. Nilsson

Date: 1-5-94