

Thomas R. Peppler
Nicholas J. Rubino •

• Florida Board Certified
Wills, Trusts and Estates Attorney



LAW OFFICES
Rubino, Peppler & Associates
PROFESSIONAL ASSOCIATION

95 FEB -6 AM 8:31
SECRETARY
TALLAHASSEE
535 Westville Drive
Suite 150
Maitland, Florida 32751
Telephone (407) 647-7470
Facsimile (407) 647-7889

N9500000617

February 2, 1995

Florida Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY
02/02/95 01034 009
***122.50 ***122.50

Re: Resource Center for Successful Money Management, Inc.

Dear Sir:

Enclosed for filing are the Articles of Incorporation for the above corporation, as well as the Certificate Designating Registered Office and Registered Agent. I have enclosed my firm's check in the amount of \$122.50 for filing fee. Please file the Articles of Incorporation effective February 2, 1995, and return a certified copy of the Articles to me at the above address.

Thank you for your attention to this matter.

Respectfully,

Michelle R. Haynes
Michelle R. Haynes
Legal Assistant

\mrh
Encls.
cc: Henry F. Vales

2/8/95
[Signature]

FILED
95 FEB -6 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RESOURCE CENTER FOR SUCCESSFUL MONEY MANAGEMENT, INC.
a Florida Non-Profit Corporation

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for Resource Center for Successful Money Management, Inc., pursuant to Florida Statute 617, Not-For-Profit Corporations, and does hereby agree and certify as follows:

ARTICLE I. NAME

The name of this Corporation shall be:

RESOURCE CENTER FOR SUCCESSFUL MONEY MANAGEMENT, INC.

ARTICLE II. GENERAL AND SPECIFIC PURPOSES

A. The primary purposes for which this Corporation is formed are educational and charitable.

B. The general purposes for which this Corporation is formed are to operate exclusively for such educational, scientific, literary, religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under that code. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding provisions of any future United States Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended, or under any other corresponding provision of any future United States Internal Revenue Code.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in a political campaign on behalf of any candidate for public office.

**ARTICLE III.
TERM**

This Corporation shall have a perpetual existence.

**ARTICLE IV.
QUALIFICATION OF MEMBERS AND
THE MANNER OF THEIR ADMISSION**

This Corporation shall be organized upon a non-stock membership basis, with each membership evidenced by a Certificate of Membership, and shall not be organized upon a stock share basis with shares of stock. The manner of qualification and admission of Members and the number of Members shall be not less than three; provided, however, that such number may be changed by the Bylaws duly adopted by the Members or as permitted by statute. No person shall be denied membership on the basis of sex, race, color, nationality, or creed.

**ARTICLE V.
INCORPORATOR**

The name and residence address of the Incorporator of this Corporation is as follows:

Nicholas J. Rubino, Esquire
Rubino, Peppler & Associates, P. A.
535 Versailles Drive, Suite 150
Maitland, Florida 32751

**ARTICLE VI.
LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT**

A. The county in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located is the County of Orange, with its present location and mailing address at 535 Versailles Drive, Suite 150, Maitland, Florida 32751.

B. The registered agent and the registered office of this Corporation shall be:

Nicholas J. Rubino, Esquire
Rubino, Pepler & Associates, P. A.
535 Versailles Drive, Suite 150
Maitland, Florida 32751

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of this Articles of Incorporation.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Trustees. The authority of powers of this Corporation shall be exercised, and its affairs directed and conducted by the Board of Trustees who shall be appointed and serve at the placing of the Membership. The number of Trustees of this Corporation shall be at least three; provided, however, that the number of Trustees shall be regulated by Bylaws duly adopted by a majority vote of the Members present and voting at any regular or special meeting called for that purpose.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of Members, to be held at this Corporation's office, or other designated place, at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term regulated by the Bylaws and until the qualification of the successors in office. Annual meetings shall be held as regulated by the Constitution and Bylaws.

Any action required or permitted to be taken by the board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law, which relates to action so taken, shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorized the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names of such first Members and the Board of Trustees are as follows:

Nicholas J. Rubino
Henry F. Vales
Maria Elena Vales

B. Corporate Officers. The membership shall elect the following officers: President, Treasurer, and Secretary, and such other officers and the Bylaws of this Corporation may authorize the Membership to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Membership. Until such election is held, the following persons shall serve as corporate officers:

NAME	POSITION
Henry F. Vales	PRESIDENT
Henry F. Vales	VICE PRESIDENT
Maria Elena Vales	SECRETARY
Nicholas J. Rubino	TREASURER

ARTICLE VIII. BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not-For-Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a two-third (2/3) majority vote of the Members present and voting at any regular or special meeting of the Members called for that purpose.

ARTICLE IX. DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE X.
DISTRIBUTION OF ASSETS**

No part of the net earnings of this Corporation shall inure to the benefit of any member. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or under a corresponding section of any future Federal tax code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of this Corporation. In the event that all of the corporate assets are not distributed as provided above, then the circuit court of the county in which the principal office of this Corporation is then located shall determine, for such purposes and to such organization or organizations that are organized and operated exclusively for such purposes, how the assets not disposed of as provided above shall be distributed.

**ARTICLE XI.
INCOME AND INVESTMENT RESTRICTIONS**

A. This Corporation will distribute its income for each tax year at such time and in such manner as not become subject to the tax on undistributed income, as imposed by Section 4942 of the Internal Revenue Code or by a corresponding section of any future Federal tax code.

B. This Corporation will not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

C. This Corporation will not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

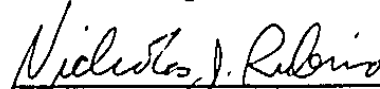
D. This Corporation will not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or under a corresponding section of any future Federal tax code.

E. This Corporation will not make any taxable expenditure, as defined in Section 4945(d) of the Internal Revenue Code or in a corresponding section of any future Federal tax code.

**ARTICLE XII.
AMENDMENT OF ARTICLES OF INCORPORATION**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by a majority vote of the Members present and voting at any regular or special meeting of the Members called for such purpose or by a resolution adopted by the Board of Trustees. Amendments shall be adopted by a 2/3 vote of the Members present and voting at any regular or special meeting of the Members called for such purpose.

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 1st day of February, 1995.



Nicholas J. Rubino
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation was acknowledged before me by Nicholas J. Rubino, who is personally known to me, this 1st day of February, 1995.



Notary Public
My Commission Expires:

(Notarial Seal)



MICHELLE R HAYNES
My Commission CC431353
Expires Jan. 03, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

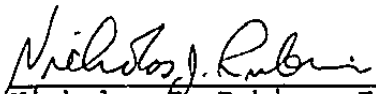
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Resource Center for Successful Money Management, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 535 Versailles Drive, Suite 150, Maitland, Florida 32751, has named and designated Nicholas J. Rubino, Esquire as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 1st day of February, 1995.



Nicholas J. Rubino, Esquire
Registered Agent