

N990000000641

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Imperial Financial
Management, Inc

100002761571--4

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Signature _____

Requested by: LS

Name _____

Date 2/2/99

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____ Officer Search _____
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 AM 10:22
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

R. Purinton FEB 2 1999

ARTICLES OF INCORPORATION

OF THE

IMPERIAL FINANCIAL MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB -2 AM 10:22

A not for profit corporation

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit (the "**Corporation**") in accordance with the laws of the State of Florida pursuant to Chapter 617, Florida Statutes, known as the Florida Not For Profit Corporation Act, as the same may be amended from time to time (the "**Act**").

ARTICLE I

Name

The name of the Corporation is the **Imperial Financial Management, Inc.**

ARTICLE II

Term of Existence

The Corporation's existence shall commence upon the filing of these Articles with the Secretary of State of the State of Florida, and the Corporation's existence shall be perpetual.

ARTICLE III

Principal Office/Mailing Address

The principal office and mailing address of the Corporation shall be 9641 Gulf Boulevard, Treasure Island, Florida 33706 or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE IV

Purposes and Powers

(a) **Purposes.** The responsible management of credit and debt is an issue of vital importance to the welfare of the general public. The large numbers of individuals, families and organizations throughout the nation who have overextended themselves through the mismanagement of credit and debt has become a national problem. The Corporation was formed to address this problem. The general nature, objects and purposes for which the Corporation is exclusively

organized and operated are:

- (i) To offer counseling and instruction in the management of credit and debt consolidation to individuals, families and organizations, including, but not limited to, organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue law;
- (ii) To have a regular staff of credit and debt consolidation counselors;
- (iii) To have a regularly enrolled body of pupils in need of counseling and instruction in the management of credit and debt consolidation;
- (iv) To have a regular program of counseling and instruction in credit management and debt consolidation;
- (v) To educate and foster the development of understanding of and appreciation for the responsible management of credit and debt;
- (vi) To work with other persons and organizations to encourage the development of responsible credit and debt management skills among the populace.

The Corporation may receive, maintain and expend funds and real and personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, the Corporation shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) Not for Profit Status.

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed as dividends to any member, trustee, officer or other private person, except that the Corporation shall be empowered and authorized to pay reasonable compensation for services rendered by its members, trustees and officers and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(ii) 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.

(iii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity 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 of 1986, as amended, (or corresponding provision of any future federal tax law), or the regulations issued thereunder, or (b) by a corporation or other organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future federal tax law), or the regulations issued thereunder.

(iv) Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes of this Corporation.

(c) **Dissolution.** In the event of dissolution or final liquidation of the Corporation, the residual assets of the Corporation will be transferred to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax law or to the federal, state or local government for exclusive public purpose.

(d) **Powers.** This Corporation shall have and may exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(i) The Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter, or corresponding provisions of any future federal tax laws.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws.

(iii) 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 of 1986, as amended, or corresponding provisions of any future federal tax laws.

(iv) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws.

(v) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws.

(vi) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws.

(vii) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax laws.

ARTICLE V

Members

(a) **Membership.** The members of this Corporation shall consist of those persons who become the Trustees of the initial Board of Trustees and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Trustees of the Corporation in accordance with the provisions of the bylaws of the Corporation.

(e) **Not Transferable.** Notwithstanding the foregoing, membership in the Corporation is not transferable, assignable or otherwise disposable.

ARTICLE VI

Trustees and Officers

The affairs of this Corporation shall be managed by a Board of Trustees who shall be elected annually by majority vote of the members of the Corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Trustees and who shall be members of the Corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the bylaws.

The number of Trustees and the manner of filling vacancies on the Board of Trustees shall be provided hereinafter and in the bylaws of the Corporation. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

Trustees and officers of this Corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VII

Board of Trustees

(a) **Number:** The number of Trustees may be increased or decreased from time to time in accordance with the Corporation's bylaws; but the Corporation must always have at least three (3) but no more than nine (9) Trustees.

(b) **Election:** The method of election, terms of office and obligations of the Board of Trustees will be stated in, and governed by the Corporation's bylaws.

(c) **Initial Board of Trustees:** The names and addresses of the initial Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Vance L. Vogel	215-6 86 th Avenue, Treasure Island, FL 33706
Scott G. Roix	7676 Aralia Way Largo, FL 33777
James M. Herron, Jr.	7562 Araila Way Largo, FL 33777

The initial members of the Board of Trustees shall hold office for the first year of the existence of this Corporation or until their successors shall be elected in accordance with the bylaws and shall take office.

ARTICLE VIII

Officers

(a) **Number.** The Corporation shall have four officers: a president, a vice president, a secretary and a treasurer.

(b) **Election.** Except for the initial officers, the officers shall be elected by the Board of Trustees in accordance with the bylaws.

(c) **Initial Officers.** The initial officers of this Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Vance L. Vogel	President	215-6 86 th Avenue, Treasure Island, FL 33706
Scott G. Roix	Executive Vice President, Secretary, and Treasurer	7676 Aralia Way Largo, FL 33777

The initial officers shall hold office for the first year of the existence of this Corporation or until their successors shall be elected in accordance with the bylaws and shall take office.

ARTICLE IX

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

Name

A. Edward McGinty

Address

4820 Cypress Tree Drive
Tampa, FL 33624

ARTICLE X

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is c/o A. Edward McGinty, 4820 Cypress Tree Drive, Tampa, Florida 33624, and the name of its initial registered agent at such address is A. Edward McGinty. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE XI

Bylaws

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Board of Trustees of this Corporation present at any meeting of the Board of Trustees duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Trustees or mailed by the secretary of this Corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

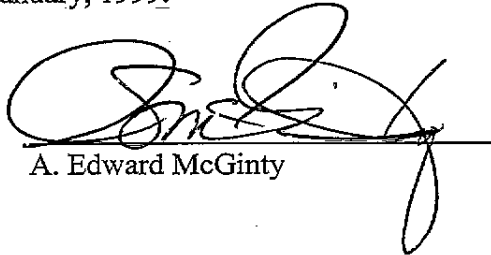
ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended as provided in Chapter 617, Florida Statutes, as the same may be amended from time to time, such amendment to be adopted by resolution adopted by the majority vote of the members of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the Corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each member of the Corporation prior to such meeting. All actions,

including, but not limited to, Amendment of the Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 28th day of January, 1999.


A. Edward McGinty

STATE OF FLORIDA

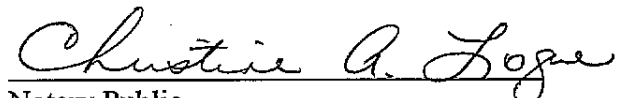
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of January, 1999 by A. Edward McGinty, who has executed the foregoing Articles of Incorporation in his capacity as incorporator thereof and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed. A. Edward McGinty is personally known to me ~~or has~~ produced _____ as identification and ~~did~~ did not take an oath.

WITNESS my hand and official seal the date aforesaid.



(NOTARY SEAL)


Notary Public
Printed Name: CHRISTINE A. LOGUE
Serial Number: CC 684787

State of Florida at Large

My Commission Expires:

1/31/02

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws 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: Imperial Financial Management, Inc.
2. The name and address of the registered agent and registered office is:

A. Edward McGinty

4820 Cypress Tree Drive

Tampa, FL 33624

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ACCEPTANCE BY A REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named 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.


A. Edward McGinty

1-28-99
(date)