

N 990000003218

CAPITAL CONNECTION, INC.

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

Debt management Credit
Counseling Corp.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

5/25/99 9:46

- ☒ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
Of
Debt Management Credit Counseling Corp.**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following non-profit Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **Debt Management Credit Counseling Corp.**

**ARTICLE II
REGISTERED AGENT AND PRINCIPAL OFFICE**

The address of the corporation's registered office shall be 23123 State Road 7, Suite #340, Boca Raton, Palm Beach County, Florida 33428 and the name of its registered agent shall be Karen Pellegrino.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES**

The specific purposes for which the corporation is organized are:

A. To provide services for financially distressed debtors, including but not limited to negotiating with creditors to arrange for payment programs and provide participants with educational materials on consumer budgeting, consumer buying practices and managing consumer credit availability.

B. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

**ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a by-law duly adopted by the members.

B. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

ARTICLES OF INCORPORATION
DEBT MANAGEMENT CREDIT COUNSELING CORP.

C. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at Boca Raton, Palm Beach County, Florida on July 1 of each year at 10:00 a.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

D. Any action required or permitted to be taken by the Board of Directors 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 Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

E. The names and addresses of the three (3) initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
James Lane	4004 N.W. 62 nd Court Coconut Creek, FL 33073
Richard Byrnside	4004 N.W. 62 nd Court Coconut Creek, FL 33073
Karen Pellegrino	1013 Green Pine Blvd. West Palm Beach, FL 33409

ARTICLE V
EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that 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 III hereof.

B. 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.

C. 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

**ARTICLES OF INCORPORATION
DEBT MANAGEMENT CREDIT COUNSELING CORP.**

under section 501(c)(3) of the Internal Revenue Code of 1954, or the 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 of 1954, or the corresponding provision of any future United States Internal Revenue Law.

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE VI
DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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 of 1954, or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
SUBSCRIBERS**

The names and the street addresses of the three (3) Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
James Lane	4004 N.W. 62 nd Court Coconut Creek, FL 33073
Richard Byrnside	4004 N.W. 62 nd Court Coconut Creek, FL 33073
Karen Pellegrino	1013 Green Pine Blvd. West Palm Beach, FL 33409

**ARTICLE VIII
AMENDMENTS OF ARTICLES**

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

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ARTICLE IX
AMENDMENTS OF BYLAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 21st day of May, 1999.

SUBSCRIBERS:

James Lane
James Lane
Richard R. Byrnside
Richard Byrnside

Karen Pellegrino
Karen Pellegrino

FILED
1999 MAY 25 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

BEFORE ME, the undersigned authority, personally appeared and James Lane, Richard Byrnside and Karen Pellegrino to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of May, 1999.

My Commission Expires: 6/15/99

Linda S. Knudsen
Notary Public

ACCEPTANCE BY REGISTERED AGENT



"OFFICIAL SEAL"
Linda S. Knudsen
My Commission Expires 6/15/99
Commission #CC 473207

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Karen Pellegrino
KAREN PELLEGRINO
DATE: May 21, 1999