

ALLEN, LANG, CUROTTO & PEED, P.A.

ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32801-2156

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ORLANDO, FLORIDA 32802-3628

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FAX (407) 422-8262

NP99000006458
October 6, 1999

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

681-0619
Call

800003030858--1
-11/01299--01096--007
*****87.75

Re: Consumer Credit Counseling Service of Central Florida and
the Florida SunCoast, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporation, together with check in the amount of \$87.75 representing \$35 filing fee, \$35 registered agent fee and \$17.75 for a certified copy.

Please file with the Secretary of State's office, and wait for the certified copy and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

Call when Ready
681-0619
John Hall

**ARTICLES OF INCORPORATION
OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.**

In compliance with the requirements of the Florida Statutes, Chapter 617 (1999), the undersigned Incorporator has executed, adopted and caused to be delivered for filing the Articles of Incorporation for the purposes of forming a not-for-profit corporation (the "Corporation") and does hereby certify:

ARTICLE 1 - NAME

The name of the Corporation shall be **CONSUMER CREDIT COUNSELING SERVICE OF CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.**

ARTICLE 2 - DURATION

The duration of this Corporation shall be perpetual unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE 3 - PURPOSE

The purposes for which the Corporation is being formed are:

(A) The primary purposes are:

- (1) To provide a Family Credit Counseling Service for members of the public and to advise persons seeking credit, budget or financial advice; to cooperate with public and private agencies, organizations and associations; to assist families and persons with their financial problems;
- (2) To seek the cooperation of merchants, lending institutions, banks and others, individually and through their associations and organizations, public officials and offices, to effectuate the purposes enumerated above;
- (3) To promote budgeting, thrift and the protection of individuals and families facing embarrassment and difficulties in financial matters, with particular emphasis upon situations arising out of the use of consumer credit;
- (4) To lawfully engage in the exchange and dissemination of information concerning the purposes and objectives of the Corporation;
- (5) To conduct research projects, advertising, public relations activities and any other activity conducive to the general good of individuals with respect to budgeting, financial matters and consumer credit;
- (6) To engage in education pursuits that assist individuals or families in life management skills;

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TALLAHASSEE, FLORIDA

- (7) To undertake such other social or other legitimate activities as are consistent with the helping of the needs of individuals and families with respect to budgeting, financial matters and consumer credit;
 - (8) To represent the members of the Corporation before government departments, boards, bureaus and agencies in matters pertinent to the purposes of the Corporation
- (B) The general purposes and powers also include the right to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida and under the laws of the United States, including the power to contract, rent, buy or sell real or personal property, to defend itself in the courts of the State of Florida and in the courts of the United States and to engage the services of professionals for same; provided however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.
- (C) The Corporation shall not operate to facilitate the transaction of specific business by its members, promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is:

3670 Maguire Blvd., Suite 103
Orlando, Florida 32803

The Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE V - MEMBERS

- A. The membership of the Corporation shall consist of not less than three (3) persons; the first members of this Corporation shall be those persons who are named in these Articles of Incorporation as constituting the first Board of Directors. Any person, family, firm, organization, governmental body or municipality in the State of Florida is eligible for membership in this Corporation. Unless otherwise provided in the By-Laws, any of the foregoing may be elected a member upon being proposed for membership by any member in good standing, by written application to the President or Secretary, and favorably passed upon by the Board of Directors. The By-Laws may make provision for honorary members.
- B. The authorized number of members, if any, and the qualifications of members of the Corporation, the filling of vacancies, the creation of different classes of membership, if any, the voting rights of members and the other rights and

privileges of members, their liability, their dues and assessments and the method of collection, and the termination and transfer of membership, shall be as stated in the By-Laws. If the voting or property rights or interests of any of the members shall be unequal, the By-Laws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members shall be fixed and determined.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) Directors and not more Directors than the number authorized in the By-Laws. Provisions for the election, removal, resignation, disqualification, replacement, compensation, duties and responsibilities of the Directorate shall be set forth in the By-Laws.

The following persons shall constitute the first Board of Directors of the Corporation and shall serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Kelly Lesperance	Director of Programming & Public Affairs WESH-TV, Inc. P.O. Box 547697 Orlando, Florida 32854-7697
John L. Berry, Jr.	First Union National Bank of Florida P.O. Box 1000 Orlando, Florida 32802-1000
Richard J. Skaggs	Vista Federal Credit Union P.O. Box 10000 Lake Buena Vista, Florida 32830
Thomas J. Taylor	Sprint Mail Stop: FLALTC 0703 P.O. Box 153000 Altamonte Springs, Florida 32715
Evet Francis	Fannie Mae Orlando Partnership Office 255 S. Orange Avenue, Suite #1590 Orlando, Florida 32801
Bruce C. Prevatt	Florida State University 930 W. Park Avenue Tallahassee, Florida 32306

Gary D. Fischer	Gary D. Fischer, C.P.A. 111 Dellwood Drive Longwood, Florida 32750
Brenda Vaughn	SunTrust Bank 595 Cypress Gardens Blvd. Winter Haven, Florida 33880
Robert C. Klettner	449 Boyton Road Maitland, Florida 32751
Edward G. Rawa	Catholic Social Services 141 Spring Lane Winter Park, Florida 32789
Ronald S. Rubin	University of Central Florida 2471 McIntosh Way Maitland, Florida 32751
Marc Stanakis	Marc Stanakis Vice President of Faith Based Organizations Orlando Regional Chamber of Commerce 75 South Ivanhoe Blvd. P.O. Box 1234 Orlando, Florida 32802-1234
John Stover	Valencia Community College P.O. Box 3028 Orlando, Florida 32802-3028
Ana Marie Ahearn	Fifth Third Bank 8801 Tamiami Trail East Naples, Florida 34113
Richard W. Lindgren	Florida Crushed Stone Company P.O. Box 490300 Leesburg, Florida 34749-0300
Morris Adams	Executive Director Ridge Area Association for Retarded Citizens Foundation P.O. Box 520 Avon Park, Florida 33826
Robert L. Fowler, Ph.D.	Professor of Psychology USF- 140 Seventh Ave., So. St. Petersburg, Florida 33701

Timothy Caddell

Executive Director, Girls, Inc. of Pinellas
7700 61st Street, No.
Pinellas Park, Florida 33781

Ray Beall

Collection Manager
MacDill Federal Credit Union
P.O. Box 19100
Tampa, Florida 33686

Joseph Haught

Jewelers Financial Bank
5585 Rio Vista Dr.
Clearwater, Florida 33760

Notwithstanding any other provisions in these Articles, any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a convened meeting if all the members of the Board shall individually and collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors at a convened meeting. Any certificate or other document filed which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a convened meeting and that the Articles of Incorporation authorized the Directors to so act and such statement shall be prima facie evidence of the authenticity of such document or act.

ARTICLE VII - OFFICERS

The principal officers of the Corporation shall be the Chairperson, two (2) Vice Chairpersons, the President, such Vice Presidents as deemed appropriate by the Board, Secretary and Treasurer (the last two officers may be combined). The duties of the officers, the manner of their election and their terms of office shall be set forth in the By-Laws adopted by the Corporation. The Corporation will at all times have a President and Secretary.

The names of the officers who are to serve from the date of organization until the first election of officers shall be as follows:

<u>Title</u>	<u>Name and Address</u>
President	Thomas E. Yost 1156 Fairway Drive Winter Park, Florida 32792-5106
President Emeritus (Suncoast)	Patricia Nurse 100 Bluffview Drive, # C217 Belleair Bluffs, Florida 33770

Chairperson

John L. Berry, Jr.
First Union National Bank of Florida
P.O. Box 1000
Orlando, Florida 32802-1000

Vice Chairperson

Richard Skaggs
Vista Federal Credit Union
P.O. Box 10000
Lake Buena Vista, Florida 32830

Vice Chairperson

Timothy Caddell
Executive Director
Girls, Inc. of Pinellas
7700- 61st Street North
Pinellas Park, Florida 33781

Secretary

Thomas J. Taylor, Jr.
Sprint – Mail Stop FLALTC0703
Altamonte Springs, Florida 32715-3000

Treasurer

Robert Klettner
449 Boynton Road
Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

The By-Laws of the Corporation shall initially be approved and adopted by a majority of the Board of Directors. The By-Laws may be amended, altered, supplemented or modified at any time and from time to time by a majority of the Board of Directors.

ARTICLE IX - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of this Corporation shall be distributed to, or inure to the benefit of, any Director or Officer of this Corporation, contributor or private individual. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of the Corporation's Directors or Officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, its assets shall be distributed to non-profit or charitable corporations or institutions which are, at the time of distribution, qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provisions of any future United States Internal Revenue

Code or law, as may be designated the Directors to be used for purposes similar to those of the Corporation. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

ARTICLE X - POWERS

This Corporation shall have all the powers set forth in Florida Statutes, Chapter 617, et seq. Without limiting the foregoing, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish or attain any of the purposes for which the Corporation was organized. Notwithstanding anything contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may be heretofore and hereafter amended from time to time.

ARTICLE XI - PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code or law or not permitted to be carried on by a corporation for which contributions received are deductible to the contributor under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or under corresponding provisions of any future United States Internal Revenue Code or law.

ARTICLE XII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of this Corporation and shall only be adopted in the same manner as is provided for an amendment of the By-Laws. Any such amendments shall be effective when a copy thereof, together with an attached certificate with the corporate seal affixed reflecting the approval of the amendment is filed with the Secretary of State of the State of Florida. Such certificate shall be signed by the Chairperson or the Vice Chairperson and acknowledged by the Secretary or the Assistant Secretary. The certificate shall reflect that the amendment has been filed with the Secretary of State for the State of Florida and that all applicable filing fees have been paid.

ARTICLE XIII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to fullest extent now or hereafter permitted by law. To the extent allowed by law, no Director or Officer shall be personally liable for any action taken

in the proper exercise of their obligations or responsibilities as an Officer or Director of the Corporation.

ARTICLE XIV - INITIAL INCORPORATORS

The names and addresses of the initial incorporators are:

Thomas E. Yost
3670 Maguire Blvd., Suite 103
P.O. Box 4963
Orlando, FL 32802-4963

Patricia Nurse
100 Bluffview Drive, # C217
Belleair Bluffs, FL 33770

John L. Berry, Jr.
First Union National Bank of Florida
P.O. Box 1000
Orlando, FL 32802-1000

Richard Skaggs
Vista Federal Credit Union
P.O. Box 10000
Lake Buena Vista, FL 32830

Timothy Caddell
Executive Director
Girls, Inc. of Pinellas
7700- 61st Street North
Pinellas Park, FL 33781

Thomas J. Taylor, Jr.
Sprint - Mail Stop FLALTC0703
Altamonte Springs,, FL 32715-3000

Robert Klettner
449 Boynton Road
Maitland, FL 32751

ARTICLE XV - REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is:

Thomas F. Lang
Allen, Lang, Curotto & Peed, P.A.
14 East Washington Street, Suite 600
Orlando, Florida 32801

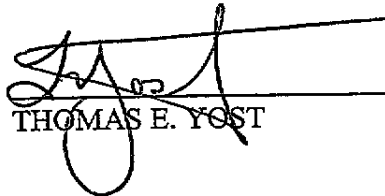
ARTICLE XVI - INITIAL MEMBER

The name and address of initial member of the Corporation is:

Thomas E. Yost
3670 Maguire Blvd., Suite 103
Orlando, Florida 32802

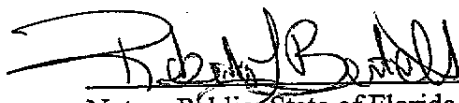
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IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando,
Florida, this 26th day of October, 1999.


THOMAS E. YOST

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26th day of October,
1999, by THOMAS E. YOST, who is personally known to me or who produced a valid driver's
license as identification.


Notary Public, State of Florida
Print Name: Roberta L. Bertell
My Commission Expires: May 26th, 2002
My Commission No.: CC745506



(COUNTERPART SIGNATURE PAGE TO
ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.)

Patricia Nurse
PATRICIA NURSE

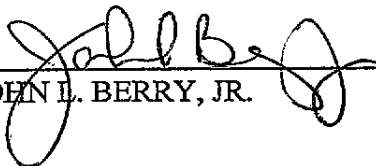
STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 26th day of October,
1999, by PATRICIA NURSE who is personally known to me or who produced a valid driver's
license as identification.

Betty J. Nyland
Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____
My Commission No.: _____



(COUNTERPART SIGNATURE PAGE TO
ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.)

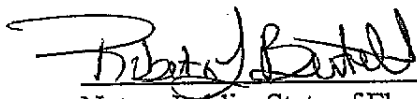


JOHN L. BERRY, JR.

STATE OF Florida
COUNTY OF Orange

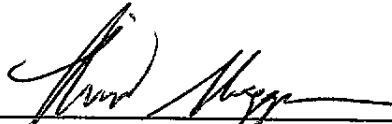
The foregoing instrument was acknowledged before me this 26th day of October,
1999, by JOHN L. BERRY, JR. who is personally known to me or who produced a valid driver's
license as identification.





Notary Public: State of Florida
Print Name: Roberta L. Bertell
My Commission Expires: May 26th 2002
My Commission No.: CC745506

(COUNTERPART SIGNATURE PAGE TO
ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.)




RICHARD SKAGGS

STATE OF Florida
COUNTY OF Orange

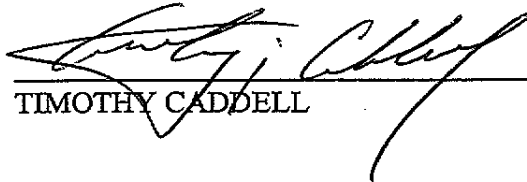
The foregoing instrument was acknowledged before me this 26th day of October, 1999, by RICHARD SKAGGS who is personally known to me or who produced a valid driver's license as identification.





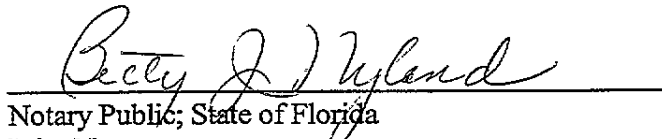
Notary Public, State of Florida
Print Name: Roberta L. Bertell
My Commission Expires: May 26th, 2002
My Commission No.: CC 745506

(COUNTERPART SIGNATURE PAGE TO
ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.)


TIMOTHY CADDELL

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 21st day of October, 1999, by TIMOTHY CADDELL who is personally known to me or who produced a valid driver's license as identification.


Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____
My Commission No.: _____




(COUNTERPART SIGNATURE PAGE TO
ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.)


THOMAS J. TAYLOR, JR.

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 27th day of October, 1999, by THOMAS J. TAYLOR, JR. who is personally known to me or who produced a valid driver's license as identification.




Notary Public; State of Florida
Print Name: Roberta L. Bertell
My Commission Expires: May 26th 2002
My Commission No.: CC745506

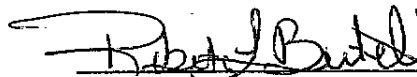
(COUNTERPART SIGNATURE PAGE TO
ARTICLES OF INCORPORATION OF
CONSUMER CREDIT COUNSELING SERVICE OF
CENTRAL FLORIDA AND THE FLORIDA SUNCOAST, INC.)


ROBERT KLETTNER

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26th day of October, 1999, by ROBERT KLETTNER who is personally known to me or who produced a valid driver's license as identification.

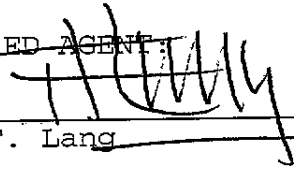



Notary Public, State of Florida
Print Name: Roberta L. Bertell
My Commission Expires: May 26th 2002
My Commission No.: CC745506

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Thomas F. Lang

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA