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(Requestor's Name)

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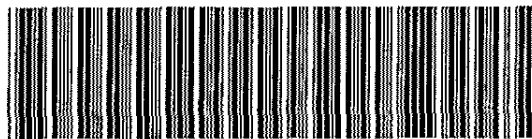
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE FLORIDA

3/01/05

TRANSMITTAL LETTER

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2005 FEB 21 PM 2:53

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Student Loan Consolidation Group, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Myron G. Finley of Finley, Fletcher & Pilch, LLP

Name (Printed or typed)

1221 Rogers Street, Suite B

Address

Clearwater, FL 33756

City, State & Zip

727-461-1733

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
STUDENT LOAN CONSOLIDATION GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is **STUDENT LOAN CONSOLIDATION GROUP, INC.**, and its principal office or mailing address is 801 West Bay Dr, Suite 518, Largo, Florida 33770.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that Shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED</u>
Class A Voting Common	.01 per share	100 shares
Class B Non-Voting Common	.01 per share	9,900 shares

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 801 West Bay Dr, Suite 518, Largo, Florida 33770, and the name of the initial registered agent is John D. Styers.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have four directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Chris Gurney	3385 Clarine Way East, Dunedin, Florida 34698
Tim Mooney	1056 Charles St, Clearwater, Florida 33755
Damian Kondrotas	931 Woodbridge Ct, Safety Harbor, Florida 34695
John Styers	9380 Rustic Pines Blvd, Seminole, Florida 33776

ARTICLE 7: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Myron G. Finley	1221 Rogers Street, Suite B, Clearwater, Florida 33756

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

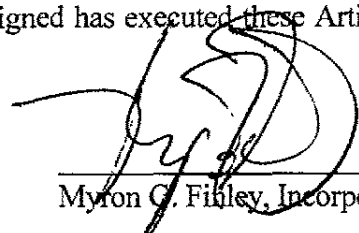
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or

change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of February, 2005.

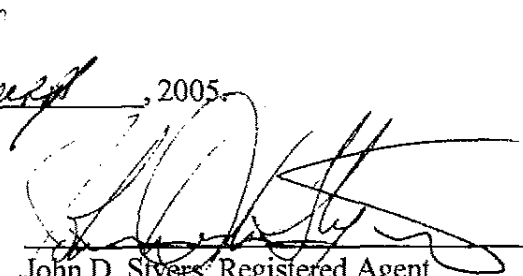
A handwritten signature in black ink, appearing to read "Myron C. Finley", is written over a horizontal line.

Myron C. Finley, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 4 day of February, 2005.


John D. Styers, Registered Agent

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