

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2012 JUL 13 AM 10:46
SECRETARY OF STATE
CORPORATIONS DIV.

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Debt Management Credit Counseling Corp.
2. It is incorporated under the laws of Florida
3. The date of its incorporation is May 25, 1999
4. The address of its principal office is 3310 N. federal Highway Lighthouse Point, FL 33064
5. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is National Registered Agents, Inc.
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are: Credit Counseling

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BY

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7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____
President	<b>Phil Heinemann</b>	<b>3310 N. Federal Highway Lighthouse Point FL 33064</b>
Vice President	<b>Carol O'Brien</b>	<b>3310 N. Federal Highway Lighthouse Point FL 33064</b>
Treasurer	<b>William Kalaf</b>	<b>3310 N. Federal Highway Lighthouse Point FL 33064</b>
Secretary	<b>Carol O'Brien</b>	<b>3310 N. Federal Highway Lighthouse Point FL 33064</b>

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6/1/12

**Debt Management Credit Counseling Corp.**

Print Exact Name of Corporation Making Application

  
 Signature of  President or  Vice President (check one)

  
 Signature of  Secretary or  Assistant Secretary (check one)

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of DEBT MANAGEMENT CREDIT COUNSELING CORP., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N99000003218.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Second day of July, 2012



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

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1999 MAY 25 PM 12:50

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 <sup>nd</sup> Court Coconut Creek, FL 33073
Richard Byrnside	4004 N.W. 62 <sup>nd</sup> 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 <sup>nd</sup> Court Coconut Creek, FL 33073
Richard Byrnside	4004 N.W. 62 <sup>nd</sup> 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.

ARTICLES OF INCORPORATION  
DEBT MANAGEMENT CREDIT COUNSELING CORP.

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 21<sup>st</sup> day of May, 1999.

SUBSCRIBERS:

James Lane  
James Lane  
Richard R. Byrnside  
Richard Byrnside

Karen Pellegrino  
Karen Pellegrino

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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 21<sup>st</sup> 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

Articles of Amendment  
to  
Articles of Incorporation  
of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Debt Management Credit Counseling Corp.

(Name of Corporation as currently filed with the Florida Dept. of State)

N99000003218

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

(Florida street address)

\_\_\_\_\_

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

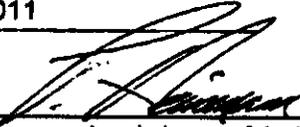
The date of each amendment(s) adoption: March 24, 2011

Effective date if applicable: March 24, 2011 *(date of adoption is required)*  
*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 24, 2011

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Phil Heinemann  
(Typed or printed name of person signing)

President  
(Title of person signing)