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STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

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Elaine F. Marshall
North Carolina Secretary of State

ARTICLES OF INCORPORATION
NON-PROFIT CORPORATION
ALLIANCE CREDIT COUNSELING

Pursuant to General Statute 55A-02-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Article of Incorporation for the purpose of forming a non-profit corporation.

1. The name of the corporation is: **Alliance Credit Counseling.**
2. The corporation is a charitable or religious corporation within the meaning of N.C.G.S 55A-1-40 (4).
3. The street address and county of the principal office and initial registered office of the corporation is:

**7621 Little Avenue, Suite 100
Charlotte, NC 28226
Mecklenburg County**

4. The mailing address is the same as #3.
5. The name of the initial registered agent is: **Kevin P. Porter**
6. The name and address of each incorporator is as follows:

**Kevin P. Porter
7621 Little Avenue, Suite 100
Charlotte, NC 28226
Mecklenburg County**

7. The corporation will not have members.

8. Following are provisions regarding the distribution of the corporation's assets upon its dissolution:

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under the 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

9. Additional purposes which the corporation elects to include are as follows:

Purposes of the Corporation

This corporation is organized for:

- (1) Educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 (herein the "Code") (or corresponding provisions of any future United States Internal Revenue Code).
- (2) Provide sound programs of education for the intelligent, safe use of consumer credit; for the benefit of the general public through the public and private school system and colleges of the community and through adult and other program channels of education.
- (3) Provide individual and group advisory instruction and counsel when there is need or request for credit counseling services, with particular but not exclusive reference to those in special and pressing need thereof.
- (4) Cooperate with public and private agencies, organizations and associations engaged in the same and similar educational and or counseling programs.

Prohibited activities of the corporation

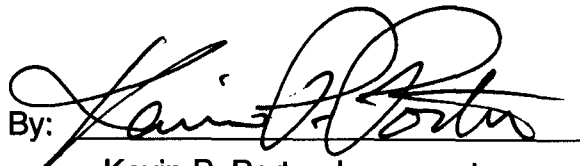
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of the Article of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Code.

10. Indemnification of Directors.

To the fullest extent permitted by the North Carolina Non- Profit Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a Director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this Article, nor the adoption of any other amendment of these Articles of Incorporation inconsistent with the Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

11. These Articles of Incorporation will be effective upon filing this 18th day of May, 2000.

ALLIANCE CREDIT COUNSELING

By: 
Kevin P. Porter, Incorporator

Purpose of Corporation

This corporation is organized for the following purpose(s) (*check as applicable*):

religious,

charitable,

educational,

testing for public safety,

scientific,

literary,

fostering national or international amateur sports competition, and/or

prevention of cruelty to children or animals,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

Prohibited Activities

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 purposes set forth in these articles of incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions 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 under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Distributions Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 religious, charitable, educational, scientific or literary purposes as

shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.