

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DEBT REDUCTION SERVICES, INC.
File number C 114820

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of DEBT REDUCTION SERVICES, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Mary Bellis*

May 2 6 07 am '56

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OF
DEBT REDUCTION SERVICES, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, in order to form a Nonprofit Corporation for the purposes hereinafter stated, pursuant to the Idaho Nonprofit Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

* ARTICLE I *

The name of the Corporation is DEBT REDUCTION SERVICES, INC.

* ARTICLE II *

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under S 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

When not inconsistent with the provisions of S 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the nature of the business and the object and purpose of this Corporation are not for profit, but are charitable and shall consist of the following:

(1) To promote public education of consumer financial responsibility through counselling programs and educational materials; and

(2) To provide to the public programs for the organization of consumer debt through structured payment plans.

In addition to the foregoing, and where not inconsistent with S 501 (c) (3) of the Internal REvenue Code, or the corresponding section of any future federal tax code, and the Idaho Nonprofit Corporation Act, the Corporation shall have the following powers:

(1) To sue and be sued, complain and defend in its Corporate name;

(2) To have a Corporate Seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;

(3) To make and amend bylaws not inconsistent with its Articles of Incorporation or with the laws of this State, for regulating and managing the affairs of the Corporation;

(4) To purchase, receive, lease or otherwise acquire, and own, hold, improve, use and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

(5) To sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;

(6) To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in or obligations of any entity;

(7) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment except as limited by Section 39-3-82, Idaho Code;

(9) To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other entity;

(10) To conduct its activities, locate offices and exercise the powers granted by the Idaho Nonprofit Corporation Act within or without this state;

(11) To elect or appoint Directors, Officers, Employees and Agents of the Corporation, define their duties and fix their compensation;

(12) To pay pensions and establish Pension Plans, Pension Trusts and other benefit and incentive plans for any or all of its current or former Directors, Officers, Employees and Agents;

(13) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific or educational purposes and for other purposes that further the Corporate interest;

(14) To impose dues, assessments, admission and transfer fees upon its Members;

(15) To establish conditions for admission of Members, admit Members and issue Memberships;

(16) To carry on a business; and

(17) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Corporation.

*** ARTICLE III ***

The names and addresses of the individuals who are to serve as the initial Directors of the Corporation are as follows:

**Joseph T. Cestaro
9340 West Pebblebrook Lane
Boise, Idaho 83703**

**Catherine F. Cestaro
3 June Lane
Dix Hills, New York 11746**

**Thomas Drechsler
14 Nelson Place
Masti, New York**

The initial Directors shall hold an organizational meeting at the call of a majority of the Directors to complete the organization of the Corporation by appointing Officers, adopting By-Laws, and carrying on any other business brought before the meeting.

* ARTICLE V *

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Trustees, 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 II hereof. 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 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 under S 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or -

(b) By a Corporation, contributions to which are deductible under S 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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* ARTICLE VI *

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of S 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

* ARTICLE VII *

The By-Laws of this Corporation shall be adopted by the initial Board of Directors. The By-Laws of this Corporation may be thereafter altered, amended, or new By-Laws adopted by any regular or any special meeting of the Board of Directors called for that purpose by the affirmative vote of two-thirds of the Directors.

* ARTICLE VIII *

The business and affairs of the Corporation shall be managed and controlled by a Board of Directors. The original Board of Directors shall be ten; however, the By-Laws of the Corporation may provide for an increase or decrease in their number.

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* ARTICLE IX *

The street of address of the Corporation's initial registered office is 12426 West Explorer Drive, Boise, Idaho 83713 - and the name of its initial registered Agent at that address is JOSEPH T. CESTARO.

* ARTICLE X *

The name and address of each Incorporator is as follows:

JOSEPH T. CESTARO
9340 West Pebblebrook Lane
Boise, Idaho 83703

Thomas Drechsler
14 Nelson Place
Mastic, New York

CATHERINE F. CESTARO
3 June Lane
Dix Hills, New York 11746

We, the Incorporators, for the purpose of forming a Nonprofit Corporation in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true, and subscribe our names hereunto this 27 day of April, 1996.



Thomas Drechsler



Joseph T. Cestaro



Catherine F. Cestaro