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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): CDC Consumer Debt Counseling, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Missouri Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 18, 2003

2. Name and address of receiving party(ies) Name: Consumer Credit Counseling Internal Services of America, Inc.

Address:

Street Address: 4660 South Laburnum Ave.

City: Richmond State: VA Zip: 23231

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Virginia

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,481,494; 2,693,095

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David S. Lionberger

Internal Address:

Street Address: Christian & Barton, LLP

909 East Main St.; Suite 1200

Richmond VA 23219 City: State: Zip:

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 65

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

David S. Lionberger

Name of Person Signing

Signature

Date

Aug. 1, '03

Total number of pages including cover sheet, attachments, and document:

12

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D. C. 20231

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger and restatement of Consumer Credit Counseling Services of America, Inc. issued July 18, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
July 24, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

ARTICLES OF MERGER

CDC CONSUMER DEBT COUNSELING, INC.
a Missouri corporation

non dom

INTO

CONSUMER CREDIT COUNSELING SERVICE OF VIRGINIA
AND SOUTHEAST MARYLAND, INC.
a Virginia corporation

*dom
0201358-9*

Pursuant to the provisions of Article 11 of the Virginia Nonstock Corporation Act and Sections 355.616 *et seq.* of the Missouri Not for Profit Corporation Laws, the undersigned hereby adopt the following Articles of Merger:

FIRST: The Plan of Merger (the "Plan"), pursuant to which CDC CONSUMER DEBT COUNSELING, INC., a Missouri not for profit corporation (the "Merged Corporation"), will merge into CONSUMER CREDIT COUNSELING SERVICE OF VIRGINIA AND SOUTHEAST MARYLAND, INC., a Virginia nonstock corporation (the "Merging Corporation"), is attached hereto as Exhibit A and made a part hereof. Pursuant to the Plan, the Merging Corporation shall be and continue in existence as the surviving corporation, and its name shall become "CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC." (the "Surviving Corporation").

SECOND: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by each of the Merging Corporation and the Merged Corporation in the manner and by the vote required by its charter and the laws of the state where it is organized.

THIRD: The Plan was approved and adopted as of July 2, 2003, by the requisite vote of the Board of Directors of the Merged Corporation at a special meeting of the Board of Directors of the Merged Corporation called for such purpose.

FOURTH: The Plan was approved, adopted and recommended to the sole member of the Merging Corporation for approval as of June 27, 2003, by the requisite vote of the Board of Directors of the Merging Corporation at a special meeting of the Board of Directors of the Merging Corporation called for such purpose.

FIFTH: The Plan was approved and adopted as of June 27, 2003, by the requisite vote of the Board of Directors of The Foundation for Credit Education, Inc., a Virginia nonstock corporation (the "Foundation"), the sole member of the Merging Corporation, at a special meeting of the Board of Directors of the Foundation called for such purpose. 0415142-9
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SIXTH: The Merged Corporation has no members and therefore approval of the Plan by members of the Merged Corporation is not required.

SEVENTH: The Amended and Restated Articles of Incorporation of the Surviving Corporation, to be adopted in connection with the Plan, are attached hereto, pursuant to which the name of the Surviving Corporation shall be "CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC."

EIGHTH: The effective date of these Articles of Merger shall be July 18, 2003.

DATED: As of July 18, 2003.

CONSUMER CREDIT COUNSELING SERVICE OF
VIRGINIA AND SOUTHEAST MARYLAND, INC.

By: 
Daniel H. Oelrich, President

CDC CONSUMER DEBT COUNSELING, INC.

By: *Eugene P. Joenker*
Name: EUGENE P. JOENKER
Title: CHAIRMAN

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PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of this July 1st, 2003, by and between CDC CONSUMER DEBT COUNSELING, INC., a Missouri not for profit corporation ("Merged Corporation"), and CONSUMER CREDIT COUNSELING SERVICE OF VIRGINIA AND SOUTHEAST MARYLAND, INC., a Virginia nonstock corporation ("Merging Corporation").

A. The Board of Directors of Merged Corporation, by resolution adopted by the requisite vote of the Directors entitled to vote on July 2, 2003, and the Board of Directors of Merging Corporation, by resolution adopted by the requisite vote of the Directors entitled to vote on June 27, 2003, have approved the merger of Merged Corporation with and into Merging Corporation by a statutory merger upon the terms and conditions set forth in this Plan of Merger.

NOW THEREFORE, Merged Corporation and Merging Corporation agree as follows:

1. Merger. At the Effective Time (as defined below), Merged Corporation shall be merged with and into Merging Corporation (the "Merger") in accordance with the provisions of Article 11 of the Virginia Nonstock Corporation Act and Sections 355.616 *et seq.* of the Missouri Not for Profit Corporation Laws; Merging Corporation shall be and continue in existence as the surviving corporation of the Merger under the name "CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC." ("Surviving Corporation"); and the separate existence of Merged Corporation shall cease.

2. Effective Time. The effective date of the Merger shall be July 1st, 2003 (the "Effective Time").

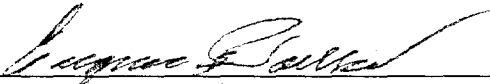
3. Articles of Incorporation. The Amended and Restated Articles of Incorporation of Surviving Corporation attached hereto as Schedule 1 shall become the Articles of Incorporation of Surviving Corporation after the Effective Time until amended or repealed as provided by applicable law.

IN WITNESS WHEREOF, Merged Corporation and Merging Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

CONSUMER CREDIT COUNSELING SERVICE OF
VIRGINIA AND SOUTHEAST MARYLAND, INC.

By: 
Daniel H. Oelrich, President

CDC CONSUMER DEBT COUNSELING, INC.

By: 
Name: EUGENE B. POELKER
Title: CHAIRMAN

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONSUMER CREDIT COUNSELING SERVICES OF AMERICA, INC.
A Virginia nonstock Corporation

I

The name of the Corporation is Consumer Credit Counseling Services of America, Inc.

II

(A) The Corporation is organized exclusively for educational and charitable purposes, and particularly:

- (1) To educate, counsel and advise debtors with regard to the intelligent use of consumer credit and the careful budgeting and management of money;
- (2) To negotiate with creditors on behalf of debtors for the purpose of designing and administering debt liquidation plans and distribution of payments;
- (3) To render all other advice and services related to the above;
- (4) To engage generally, as a nonprofit organization, in other lawful endeavors consistent with the foregoing purposes and the provisions of the Virginia Nonstock Corporation Act.

(B) The Corporation shall be operated as an exempt organization within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code (the "Code"). Notwithstanding any other provision of these Articles, the Corporation shall not conduct any activities not permitted by an organization as described in Sections 501(c) (3) and 170(c) (2) of the Code.

(C) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

(D) The Corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with the purposes of the Corporation.

III

The Corporation shall have no members. The entire power of the Corporation shall be vested in its Board of Directors. The Board of Directors shall be self-perpetuating and shall elect Directors at each annual meeting of the Board of Directors.

IV

The number of persons constituting the Board of Directors shall be fixed by the Bylaws. The President of the Corporation shall be an *ex-officio* Director, but shall not be entitled to vote unless otherwise elected as a voting Director.

V

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute its remaining net assets to one or more organizations operating exclusively for charitable,

educational, religious or scientific purposes, as shall at that time qualify as such under Section 501(c)(3) of the Code. Any such assets not so distributed shall be disposed of as the Circuit Court of the County or City in which the principal office of the Corporation is then located shall direct.

VI

(A) The Corporation shall indemnify each director and officer against liabilities (including judgements, fines and reasonable attorneys' fees, costs and expenses) incurred by such Director in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative (any of which is hereinafter referred to as a "proceeding"), to which he/she may be made a party by reason of his/her being or having been a director or officer of the Corporation, except in relation to any proceeding in which he/she has been adjudged liable because of willful misconduct, bad faith or gross negligence involved in the conduct of his/her office or, in relation to any criminal proceeding, in which such Director had reasonable cause to believe the Director's conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if guilty of misfeasance, the Director shall be entitled to such indemnification as shall be finally ordered by a court. In the event of the disposition of any proceeding in which no determination of misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the director or officer acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made (I) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding or (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested directors so directs. Directors eligible to make any such determination

or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any director or officer.

(B) Expenses incurred in defending any proceeding may be paid by the Corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification.

(C) Every reference herein to a director or officer shall include every director or officer or former director or officer of the Corporation and every person who may have served at the request of the Corporation or one of its subsidiaries as a director or officer or in a similar capacity of another Corporation (stock or nonstock), partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such officer and director.

(D) The Corporation may further indemnify each officer and director in any other manner permitted by law.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf, this 18 day of July, 2003.

By: 
Daniel H. Oelrich, President

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

July 18, 2003

The State Corporation Commission finds the accompanying articles submitted on behalf of

Consumer Credit Counseling Services of America, Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

CDC CONSUMER DEBT COUNSELING, INC. (A MO CORP NOT
QUALIFIED IN VA)

is merged into Consumer Credit Counseling Services of America, Inc. (formerly Consumer
Credit Counseling Service of Virginia and Southeast Maryland, Inc.), which continues to exist
under the laws of VIRGINIA with the name Consumer Credit Counseling Services of America,
Inc.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on July 18, 2003.

STATE CORPORATION COMMISSION

By



Commissioner

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