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BASIC AMENDMENT

SENSITIVITY AWARENESS WORKSHOP OF SOUTHWEST FLORIDA

Certificate of Status	1
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AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
SENSITIVITY AWARENESS WORKSHOP OF SOUTHWEST FLORIDA INC.
(A Corporation Not-For-Profit)

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned, being all of the directors of Sensitivity Awareness Workshop of Southwest Florida Inc. (the "Corporation") hereby adopt the following Amended and Restated Articles of Incorporation

ARTICLE I NAME AND ADDRESS

The name of the Corporation is Sensitivity Awareness Workshop of Southwest Florida Inc. The principal office or mailing address of the Corporation is 8359 Beacon Boulevard, Suite 616, Fort Myers, FL 33907.

ARTICLE II PURPOSE

The specific purpose for which the Corporation is organized is to educate individuals through a hands-on, interactive program, focusing on people with physical, mental or leaning disabilities, and to foster an understanding and compassion and empathy towards those with disabilities. More specifically, the Corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United Stated Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. In carrying out its purpose, the Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE III MEMBERS

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership and the voting rights accorded members in the Corporation may be modified as provided in the Bylaws.

ARTICLE IV DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the Corporation or until their successors are elected are:

Lisa Cronin Miller	8359 Beacon Blvd, Ste. 616 Fort Myers, FL 33907
Jill B. Bonnell	8359 Beacon Blvd, Ste. 616 Fort Myers, FL 33907
Stephanie T. Webb	8359 Beacon Blvd, Ste. 616 Fort Myers, FL 33907
Michelle C. Shroyer	8359 Beacon Blvd, Ste. 616 Fort Myers, FL 33907

ARTICLE V OFFICERS

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President	Lisa Cronin Miller
Secretary	Jill B. Bonnell
Treasurer	Stephanie T. Webb

ARTICLE VI PROPERTY

The members of the Corporation shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or contracts of the Corporation, nor shall the members have any such right, privilege, or interest which may be transferable, or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VII REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: Fowler White Boggs Banker P.A., 5811 Pelican Bay Blvd., Ste. 600, Naples, FL 34108.

ARTICLE VIII AMENDMENTS

These Articles may be amended as provided in the Bylaws.

ARTICLE IX DISTRIBUTION UPON DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE X TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

ARTICLE XI INDEMNIFICATION

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

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were unanimously approved by the directors of the Corporation; accordingly, the votes cast by the directors for these Amended and Restated Articles of Incorporation were sufficient for approval. under the Florida Not For Profit Corporation Act.

By: Lisa Cronin Miller

Lisa Cronin Miller, Chairman and President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SENSITIVITY AWARENESS WORKSHOP OF SOUTHWEST FLORIDA INC

2. The name and address of the registered agent and office is:

Fowler White Boggs Banker P.A.
5811 Pelican Bay Blvd., Ste. 600
Naples, FL 34108

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 30, 2005

FOWLER WHITE BOGGS BANKER P.A.
(as Registered Agent)

Aaron A. Farmer

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