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SECRETARY OF STATE  
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ACCOUNT NO. : 072100000032

REFERENCE : 881679 80690A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 31, 2000

ORDER TIME : 10:38 AM

ORDER NO. : 881679-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq  
Breier And Seif, P.a.

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-10/31/00--01034--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Suite 1125  
2800 Ponce De Leon Boulevard  
Coral Gables, FL 33134

DOMESTIC FILING

NAME: SWS CHARITABLE FOUNDATION,  
INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: *R 11/7/00*

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~~6200-26114~~

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 31, 2000

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TALLAHASSEE, FL 32301

SUBJECT: SWS FOUNDATION, INC.  
Ref. Number: W00000026114

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submission date to file date.

We have received your document for SWS FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

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RECEIVED  
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00 NOV -7 AM 8:58  
TO AGENCY FOR  
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**ARTICLES OF INCORPORATION**  
**OF**  
**SWS CHARITABLE FOUNDATION, INC.**  
**A FLORIDA NONPROFIT CORPORATION**

FILED  
00 OCT 31 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is:

SWS CHARITABLE FOUNDATION, INC.

**ARTICLE II - LOCATION OF PRINCIPAL OFFICE AND  
IDENTIFICATION OF REGISTERED AGENT**

(a) The principal office for the transaction of the business of this corporation and the mailing address is 1600 N.W. 163 Street, Miami, Florida 33169.

(b) The name and address of this corporation's registered agent is ALISON P. HERMAN, 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134 . This shall also be the corporation's registered office.

**ARTICLE III - GENERAL AND SPECIFIC PURPOSES**

(a) The specific, primary and sole purposes for which this corporation is formed are to operate for charitable purposes, by the distribution of its funds for religious, charitable, scientific, literary and educational purposes.

(b) The general purposes for which this corporation is formed are to operate

exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE IV - TERM

This corporation shall have a perpetual existence.

#### ARTICLE V - INCORPORATOR

The name and residence address of the incorporator of this corporation is as follows:

ALISON P. HERMAN, 2800 Ponce De Leon Boulevard, Suite 1125, Coral  
Gables, Florida 33134

## ARTICLE VI - MANNER DIRECTORS ARE ELECTED

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be five (5); provided, however, that such number may be changed by a by-law duly adopted by the members.

The directors named herein as the first board of directors shall hold office until his or her successor has been elected or appointed and qualified as set forth in the by-laws of the corporation or with his or her earlier resignation, removal from office or death.

## ARTICLE VII

The names and addresses of such first members of the Board of Directors are as follows:

HARVEY R. CHAPLIN, 1600 N.W. 163 Street, Miami, Florida 33169

WAYNE E. CHAPLIN, 1600 N.W. 163 Street, Miami, Florida 33169

PAUL B. CHAPLIN, 1600 N.W. 163 Street, Miami, Florida 33169

ISIDORE A. BECKER, 1600 N.W. 163 Street, Miami, Florida 33169

ELLIOT DINNERSTEIN, 1600 N.W. 163 Street, Miami, Florida 33169

## ARTICLE VIII - BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit law 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, by a resolution of the Board of Directors, adopted by a majority.

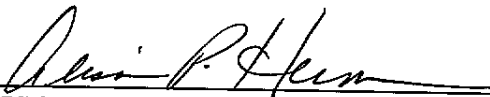
#### ARTICLE IX – DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X – AMENDMENT OF ARTICLES

Amendments to 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. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum of members of the corporation.

I, the undersigned, being the sole Incorporator of this corporation, and including the person herein named as the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on October 30, 2000.

  
ALISON P. HERMAN, Incorporator

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: *Alison P. Herman* 10/30/00  
ALISON P. HERMAN, Registered Agent

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00 OCT 31 AM 11:12  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA