

TRANSMITTAL LETTER

N01000000 / 523

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPROVED
AND
FILED
01 JUN -6 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SWJI Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Daniel T. Wright 300003802493--8
Name (Printed or typed) -03/06/01--01081--001
*****78.75 *****78.75

3329 Dartmoor Ct.
Address

Tallahassee, FL 32312
City, State & Zip

488-2351
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

3-6-01
WW

ARTICLES OF INCORPORATION
OF
SWJI CORP.

APPROVED
AND
FILED
01 MAR -6 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida law, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose stated herein.

ARTICLE ONE

Name and Address

The name of the Corporation and the address of its initial office shall be SWJI Corp., 3329 Dartmoor Court, Tallahassee, Florida.

ARTICLE TWO

Perpetual Duration

The Corporation shall have perpetual duration.

ARTICLE THREE

Charitable Purposes and Powers

The Corporation shall be a Not For Profit Corporation under the provisions of the Florida Not For Profit Corporation Act. It shall be organized and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of §501(c)(3) of the Internal Revenue Code. The general purposes for which the Corporation is formed, include without limitation, to operate for educational purposes and for other charitable purposes.

The Corporation shall have full power and authority:

(a) To see, accept and receive gifts, grants, contributions, dues and bequests of real and personal property;

(b) To hold, invest, reinvest and expend such funds and properties so received for such purposes;

(c) To borrow money and issue evidences of indebtedness in furtherance of any of all of the objects of its business; and

(d) Within and subject to the limitations of §501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation including the exercise of all other power and authority enjoyed by Corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in the Article Three and as are exclusively charitable and are entitled to charitable status under §501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Publicly Supported Tax-Exempt Nonprofit Corporation

The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other

private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under §501(c)-(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of §509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under §170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of §509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation. The directors shall be elected in accordance with the Bylaws of the Corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of §509(a) of the Internal Revenue Code. The directors shall be members of the Corporation and the number of directors of the Corporation shall not be less than three (3); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of one-third the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

ARTICLE SIX

Initial Board Of Directors

The initial Board of Directors of the Corporation shall consist of three (3) members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a director until his successor has been elected and has qualified.

NAME

ADDRESS

James P. Jacobsen

2826 Green Forest Lane
Tallahassee, Florida

Don May

c/o Farmers & Merchants Bank
1511 Killearn Center Blvd.
Tallahassee, Florida

Daniel T. Wright

3329 Dartmoor Court
Tallahassee, Florida

ARTICLE SEVEN

Members

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes. Individuals, public organizations, and private incorporated and unincorporated associations interested in the objectives and purposes of the Corporation shall be eligible for membership.

ARTICLE EIGHT

Administration

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws.

ARTICLE NINE

Reservation of Assets

The assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

ARTICLE TEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code, contributions for which are deductible under §170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE ELEVEN

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of those voting at any meeting of the membership called for that purpose, provided that the notice of meeting of the membership shall have stated the nature of the proposed amendment.



ARTICLE TWELVE

Bylaws


The Bylaws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this Corporation have executed these Articles of Incorporation, this 22 day of Feb, 2004.

Witnessed By:

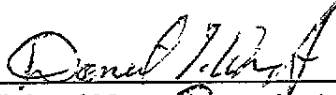
Signature of Incorporator


Daniel T. Wright

APPROVED
AND
FILED
01 MAR -6 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at _____, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of §607.325, Florida Statutes.


Printed Name: Daniel T Wright

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Daniel Wright, to me well known to be the person who executed the foregoing articles of incorporation and acceptance by the registered agent, and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth on this 23 day of Feb, 2000.


NOTARY PUBLIC
My Commission Expires:



LEILANI T. HOWELL
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires June 6, 2004
Commission No. CC942760