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OCT 27 2005
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THE LAW OFFICES OF DION WARE

October 21, 2005

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

SUBJECT: SWAP SHOP CHARITY CORP.

Dear Sir/Madam:

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

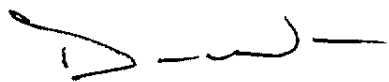
☐ \$78.75
Filing Fee &
Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

From: The Law Offices of Dion Ware
5133 North Central Avenue
Phoenix, Arizona 85012
(602) 200-9833

Please process the enclosed documents as requested. If you have any questions or comments, please contact our office. We thank you in advance for your assistance.

Sincerely,



DION WARE

Encl: As Indicated

**ARTICLES OF INCORPORATION
OF
SWAP SHOP CHARITY CORP.**

A Florida "Not for Profit" Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

1. **NAME OF CORPORATION.** The name of the corporation is SWAP SHOP CHARITY CORP.
2. **PRINCIPAL OFFICE.** The principal office of the corporation is located at 3291 West Sunrise Blvd., Fort Lauderdale, Florida 33311.
3. **MAILING ADDRESS.** The mailing address of the corporation is 3291 West Sunrise Blvd., Fort Lauderdale, Florida 33311.
4. **REGISTERED AGENT.** The name of the registered agent of the corporation is Preston Henn. The address of this registered agent is 3291 West Sunrise Blvd., Fort Lauderdale, Florida 33311.
5. **DURATION/MEMBERSHIP.** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
6. **BOARD OF DIRECTORS.** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
7. **INCORPORATORS.** The name and address of the incorporator is Preston Henn, 3291 West Sunrise Blvd., Fort Lauderdale, Florida 33311.
8. **CORPORATE PURPOSES.** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
 - a. To provide financial relief to the unemployed, as defined by the government agency responsible for administering unemployment, by providing gift certificates to those unemployed individuals that can be used to purchase products and services from the vendors of the Swap Shop.

b. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes.

c. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

d. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

9. **501(c)(3) LIMITATIONS.**

a. **CORPORATE PURPOSES.** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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 law.

b. **EXCLUSIVITY.** The Corporation is organized exclusively for charitable and educational purposes.

c. **NO PRIVATE INUREMENT.** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

d. **LOBBYING AND POLITICAL CAMPAIGNS.** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

e. **DISSOLUTION.** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities

shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

f. **PRIVATE FOUNDATION PROVISIONS.** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

i. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ii. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iii. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iv. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

v. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

10. **DEDICATION OF ASSETS.** The property of this corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual; provided that, upon dissolution or final liquidation the corporation may make distribution to its members as permitted by the court having jurisdiction thereof and no such liquidating payment or distribution shall be deemed to be a dividend or a distribution of income.

11. **INDEMNIFICATION.** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any

action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

12. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting of the membership called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

13. **AMENDMENT OF BYLAWS.** Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, concerning corporate actions that must be authorized or approved by the Board of Directors in the form of a resolution, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted according to the procedures as set forth in the Bylaws.

14. **MISCELLANEOUS.**

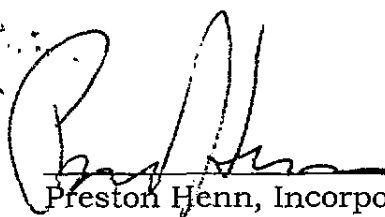
a. *Conflicts.* In the case of any conflict between these Articles and the Bylaws, the Articles shall control.

b. *Governing Law.* These Articles shall be governed by and interpreted in accordance with the laws of the State of Florida.

c. *Headings.* The headings in these Articles are solely for convenience of reference and shall be given no effect in the construction or interpretation of these Articles.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 18th day of August, 2005.


Preston Henn, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Preston Henn, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of AUGUST 2005.

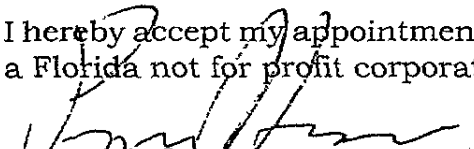

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



JOAN E. SALZER
MY COMMISSION # DD 204943
EXPIRES: July 6, 2007
Bonded Thru Budget Notary Services

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Swap Shop Charity Corp., a Florida not for profit corporation.


Preston Henn

Date

8/18/05

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RECEIVED
SECTION OF JAIL
CORPORATIONS