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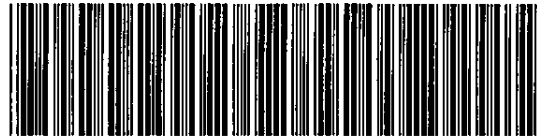
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2006 DEC 14 PM 4:00

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Amend x best

LAW OFFICES OF

DESI R. KELLERMANN, P.A.

1000 SOUTH POINTE DRIVE
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DESIKELLERMANN@AOL.COM

December 11, 2006

Via Regular Mail

Division of Corporations, Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

***Re: Filing of Amended & Restated Articles of Incorporation of SWAF, INC. and
request for Certified Copies of the same.***

Dear Sir or Madam:

Please find enclosed a check in the amount of \$43.75 which is payment for (a) the filing of the enclosed Amended and Restated Articles of Incorporation for SWAF, INC., and (2) Certified Copies of the same. The Certified Copies should be mailed to the undersigned at the address indicated above. Should you have any questions, please feel free to contact me. Thank you for your kind attention to this matter.

Best Regards,

DESI R. KELLERMANN, P.A.


DESI R. KELLERMANN, ESQ.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 DEC 14 PM 4:00

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SWAF, INC.

(a corporation not-for-profit)

1. The undersigned, as President of SWAF, INC. ("Corporation"), a not-for-profit Corporation organized for educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby executes these Amended and Restated Articles of Incorporation and certifies the following:
2. That the name of the Corporation is SWAF, INC. and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on August 31, 2006;
3. That on December 5th, 2006 a majority of the Board of Directors of the Corporation voted to amend and restate in their entirety their current Articles of Incorporation. Member approval was not required; and
4. These Amended and Restated Articles of Incorporation shall supersede any previously filed Articles of Incorporation and any amendments thereto and shall be as follows:

ARTICLE I

CORPORATE NAME

The name of the Corporation is SWAF, INC., a Florida Not For Profit Corporation, its principal office being located at 801 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE II

CORPORATE NATURE

The Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are:

A. The Corporation is organized for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including the making of distributions to other organizations that qualify as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future internal revenue law. Such purposes shall include, but are not limited to, providing educational assistance and funding to single women's children around the world by means of opening up schools and after school programs geared towards assisting children with their pedagogical, psychological, physical and cognitive development.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided

by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

ARTICLE IV

RESTRICTIONS

Notwithstanding any other provisions in these Amended and Restated Articles, at all times, if any, when the Corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

A. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

B. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

E. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE V

MEMBERSHIP

The qualifications, manner of admission to membership, and other membership regulations shall be set forth in the By-Laws of the Corporation.

ARTICLE VI

DURATION

The Corporation shall have perpetual duration.

ARTICLE VII

AMENDMENTS OF ARTICLES

These Amended and Restated Articles of Incorporation may be amended by a concurrence of a majority of those present at any regular or special meeting of the Board of Directors, provided a quorum is present, and provided also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

S. Isaac Daniel
801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE IX

MANAGEMENT

A. The affairs of the Corporation shall be managed by a Board of Directors ("**Board**") who shall be selected as provided by the By-Laws. The number of Directors shall be established in the By-Laws.

B. The Corporation, by direction of its Board, has the power to do any and all things necessary to carry out the purposes of the Corporation and possesses all rights and privileges and immunities and enjoys all benefits granted corporations of similar character under the Laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.

C. No persons shall be authorized to act for the Corporation except as specifically provided by its Board, or in the By-Laws.

ARTICLE X

DIRECTORS

The names and addresses of the initial members of the Board who shall hold office until their successors are appointed and/or elected, are as follows:

NAME:

S. Isaac Daniel

Hortencia I. Silva

ADDRESS:

801 Brickell Avenue, Suite 900
Miami, Florida 33131

801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE XI

OFFICERS

The officers of the Corporation shall be those specified in the By-Laws, and officers shall be elected as provided in the By-Laws. The officers of the Corporation as of the date of filing of these Amended and Restated Articles of Incorporation are as follows:

President & Treasurer:	S. Isaac Daniel
Vice-President & Secretary:	Hortencia I. Silva

ARTICLE XII

BY-LAWS

The By-Laws of the Corporation shall be made, and may be altered or rescinded as provided in the By-Laws.

ARTICLE XIII

STOCK

The Corporation shall have no stock.

ARTICLE XIV

DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so distributed by the Board shall be distributed by the Circuit Court of the county in which the Corporation's principal office is then located, exclusively for purposes described in Section 170(c)(2)(B) of the Code. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited.

ARTICLE XV

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the Registered Agent of the Corporation is: Corporation Service Company.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 6 day of December, 2006.

SWAF, INC.

By

S. Isaac Daniel, President

STATE OF Florida)
)SS:
COUNTY OF Dade)

BEFORE ME, a notary public authorized to administer oaths and take acknowledgements in the State and County set forth above, personally appeared S. ISAAC DANIEL, known to me and by me to be the President of SWAF, INC., and who executed the foregoing Amended and Restated Articles of Incorporation as such officer for and on behalf of the said Corporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of December, 2006.



M. Marcelletti
Commission #DD396092
Expires: FEB. 14, 2009
www.AARONNOTARY.com

M. Marcelletti
NOTARY PUBLIC

My Commission Expires: 2-14-2009

- Personally Known &
Produced Licence 04-23-2011