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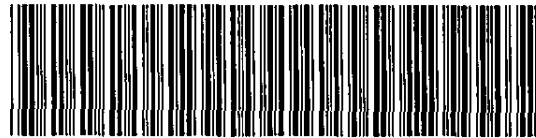
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amended  
&*

*Restated  
Art.*

*06-25-13*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 701193 7539392

AUTHORIZATION :

*[Handwritten Signature]*

COST LIMIT : \$ 35.00

ORDER DATE : June 25, 2013

ORDER TIME : 10:12 AM

ORDER NO. : 701193-015

CUSTOMER NO: 7539392

DOMESTIC AMENDMENT FILING

NAME: SWAF, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SWAF, INC.**

**(a corporation not-for-profit)**

- FILED**  
**13 JUN 25 PM 3:57**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**
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 for 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 June 12<sup>th</sup>, 2013 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 999 Brickell Avenue, Suite 560, Miami, FL, 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:

SWAF is a not-for-profit organization that provides education, research and training in cyber security.

SWAF will focus its efforts on developing a cyber security industry in the South Florida area. This will be done through education and the creation of an entrepreneurial program that will develop a business incubator focused exclusively on cyber security businesses.

Cyber security is a critical needs area in today's world of advanced reliability on technology. As cyber criminals become more sophisticated, private citizens, corporations and government agencies become more vulnerable to these attacks. There is a growing need in this country to secure the electronic infrastructure. Protection in this area begins with public awareness and continues with new innovations from new companies. SWAF's mission is to help develop these areas.

The incubator will provide office space, administrative support, education, training, mentoring and sources of financing to help these companies develop and succeed in the marketplace in South Florida. Numerous studies have been conducted, which state that the odds of success increase greatly with companies that are involved in an incubator program. This program will be critical to establishing and sustaining a cyber security business in the South Florida area.

SWAF will also work with other corporations, universities and organizations in a joint effort to share information and research on cyber security to the public. This will be in the form of conferences, workshops, speaking engagements and works published online from these sources.

The education and research will serve to create awareness of cyber security, as well as provide training to help protect citizens from cyber fraud. SWAF will also work with these organizations to provide mentoring and additional resources for the companies that are part of the incubator program.

Through SWAF's efforts, an economic impact will be felt in the South Florida area. The educational, research and entrepreneurial programs initiated and sponsored through the organization will help the public become more aware and educated in security. This will help the local economy, as less fraud will be committed in the area and an interest in cyber security will grow.

Demand for advanced training in cyber security will increase due to SWAF's efforts. This will create a larger pool of professionals trained in cyber security in the area. Employers will seek out the South Florida area to establish a location or possibly headquarters due to the larger pool of talented and trained individuals.

It is expected that new businesses will be created through the programs provided by SWAF. More business activity centered on this industry will likely stimulate the creation of new companies and trained professionals. In turn, new jobs will be created and the economy in South Florida will benefit from the efforts of SWAF.

- 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 Amendments 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

### DURATION 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  
999 Brickell Ave. Suite 560  
Miami, FL 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 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 corporation 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:

<u>NAME:</u>	<u>ADDRESS:</u>
S. Isaac Daniel	999 Brickell Ave, Suite 560 Miami, Florida, 33131
Hortencia I. Daniel	999 Brickell Ave, Suite 560 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. Daniel

#### 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 the liabilities of the Corporation, dispose of all the assets of such organization or organizations organized and operated exclusively for educational and charitable purposes that at the time qualify as an exempt organization or organization 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.

