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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**SWS Holdings, Inc.**

Certificate of Status	1
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ARTICLES OF INCORPORATION

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

OF

SWS HOLDINGS, INC.

The undersigned, in forming a Florida Corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and any other laws of the State of Florida, hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is:

SWS Holdings, Inc.

ARTICLE II - PRINCIPAL CORPORATION OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

1600 N.W. 163rd street  
Miami, FL 33169

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,000,000, which shall consist of: (i) 20,000 shares of voting common stock, Ten (\$.10) Cent par value per share ("Class A Common Stock"), and (ii) 1,980,000 shares of nonvoting common stock, Ten (\$.10) Cent par value per share ("Class B Common Stock"). Class A Common Stock and Class B Common Stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and

rights to dividends and liquidation distributions, without regard to class or voting rights. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each class. The two classes of common stock shall differ only with respect to voting rights.

#### ARTICLE V – PREEMPTIVE RIGHTS

The shareholders of all classes of capital stock shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors, to acquire proportional amounts of the Corporation's unissued shares of any class or series upon the decision of the Board of Directors to issue them; provided, however, there are no such preemptive rights with respect to shares sold or otherwise issued other than for money.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholder's preemptive rights.

For purposes of this section, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

#### ARTICLE VI - DURATION

This Corporation is to exist perpetually.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is Robert G. Breier.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than four.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

ROBERT G. BREIER  
2800 Ponce De Leon Blvd.  
Suite 1125  
Coral Gables, Florida 33134

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

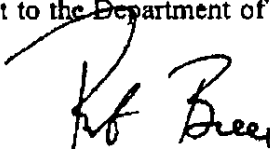
Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:



ROBERT G. BREIER, Initial Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



ROBERT G. BREIER, Incorporator