

RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS
EDUCATIONAL FOUNDATION

TO:


Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
1100 4th Street S.W.
Washington, DC 20024

Pursuant to the provisions of Title 29 of the D.C. Code (Business Organizations Act) the domestic non-profit filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the Statement below.

FIRST: The name of the Corporation is American Society of Women Accountants Educational Foundation.

SECOND: The text of the restated Articles of Incorporation is as follows:

1. The name of the corporation has been changed to The Foundation of Accounting and Financial Women's Alliance.
2. The purposes for which the Corporation is organized are to engage in charitable, educational and community service activities, and in furtherance of such activities (and without limiting the generality of the foregoing) to use its funds and property for developing and implementing informational, educational and public service materials and programs designed to promote and advance education, career development and leadership in finance and accounting..
3. The Corporation shall have no members.
4. The manner of election or appointment of directors of the Corporation shall be provided for in the Bylaws


2-28-14

5. The internal affairs of the Corporation shall be regulated by the Bylaws, and the business and affairs of the Corporation shall be managed and conducted by the Directors in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Directors. The provisions of the Bylaws and the management of the Corporation in accordance therewith shall be subject to the following:

- a) The Corporation shall not be conducted for profit or operated for the purpose of carrying on a trade or business for profit, except to the extent that a corporation described in Section 501(c)3 of the Internal Revenue Code, as amended, is permitted to derive income from business activity.
- b) The Corporation shall not exercise any power or authority, engage in any activity, or solicit or accept any contribution that would prevent it from obtaining exemption from United States federal income taxation as a corporation described in Section 501(c)3 of the Internal Revenue Code as amended or cause it to lose its exempt status under such section.
- c) No part of any contribution to, or of the net earnings or assets of, the Corporation shall inure to the benefit of or be distributable to its Directors, its officers, or other private persons, or corporation for profit, provided that nothing herein shall preclude the Corporation from paying reasonable compensation for services rendered, making in reasonable amounts reimbursements for expenses incurred or advances for expenses to be incurred in behalf of the Corporation, and making payments and distributions in furtherance of the purpose set forth in Article Second hereof;
- d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as permitted by Section 501(h) of the Internal Revenue Code;
- e) The Corporation shall not participate in, or intervene in, any political campaign in behalf of any candidate for public office (including the publishing or distribution of statements);
- f) In the event of dissolution or final liquidation of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Directors shall determine or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time be exempt or qualified for exemption under Section 501(c)3 of the Internal Revenue Code as the Directors shall determine, provided that none of such assets shall be distributed to any corporation, fund or foundation any part of whose net earnings inures to the benefit or is distributable to any individual or any corporation for profit.

THIRD: The Restated Articles consolidate all amendments to a single document.

FOURTH: All of the requirements of Sections 29-408.03 and Sections 29-408.04 have been met with respect to any new amendments. A signatory under this application for a Certificate of Restated Articles of Incorporation understands that anyone making a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment of up to 180 days, or both under DCOC Section 22-2405.

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2-28-14

FIFTH: Name and Title of Director, Officer or other Authorized Person:

Christi L. Olsen

Foundation Chair 2013-2014

Signature: 

DATE: 2-28-2014

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2/20/14

FIFTH: Name and Title of Director, Officer or other Authorized Person:

Christi L Olsen

Foundation Chair 2013-2014

Signature: Christi L Olsen

DATE: 2-28-2014

CORPORATE RESOLUTION AUTHORIZING FILING

OF

RESTATED ARTICLES OF INCORPORATION

At a meeting of the Board of Directors of AMERICAN SOCIETY OF WOMEN ACCOUNTANTS EDUCATIONAL FOUNDATION “(the Corporation”) on the 28th day of February, 2014, at which a quorum was present, and in accordance with the Corporation’s Bylaws, the Board of Directors adopted the following Resolution:

RESOLVED that the Corporation approves the substance of the Restated Articles of Incorporation and authorizes the filing of the Restated Articles with the Corporations Division of the Department of Consumer and Regulatory Affairs of the District of Columbia.

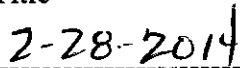
This certifies that the foregoing is a true copy of the Resolution adopted by the Board of Directors.



Name



Title



Date