

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF RESTATED ARTICLES*** is hereby issued to:

ACCOUNTING AND FINANCIAL WOMEN'S ALLIANCE

Effective Date: 7/12/2013

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 7/12/2013 5:06 PM

Business and Professional Licensing Administration



A handwritten signature in black ink that reads "Patricia E. Grays".

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Vincent C. Gray
Mayor

Tracking #: axFEFL1r

RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS

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.

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

1. The name of the corporation has been changed to Accounting and Financial Women's Alliance.
2. The term for which it has been organized is perpetual.
3. The Corporation shall have members.
4. The particular business and objects of the Corporation are:
 - A. To incorporate a non-profit corporation for the purpose of uniting in one organization existing and new member chapters, coordinating their various activities, the income and proceeds from which will not inure to the benefit of any individual.
 - B. To join the members thereof in the non-profit corporation, which will not result in pecuniary gain to the members thereof, for the purpose of promoting the welfare of women in the accounting and finance professions by disseminating information on new accounting and finance procedures through

publications, conferences and meetings, and for the purpose of advancing the interest of women in all fields of the professions.

- C. To organize and issue charters to chapters in any and all cities and dependencies of the United States of America, and in cities of other countries, and to make rules and regulations governing such chapters.
 - D. To acquire, own, build, lease or otherwise acquire property for conducting the affairs of the corporation.
 - E. To transact and carry on any other business, and exercise any other powers which may be necessary, proper or convenient to be carried out or exercised in connection with any of the foregoing purposes. The Corporation shall have the authority to exercise all powers granted by law.
5. The management of the Corporation shall be by its Board of Directors. The number of Directors shall be at least eight (8) with the maximum number of Directors being eighteen (18).
6. The registered office of the Corporation is located at 1432 K Street NW – 12th FL, Washington DC 20005 and the name of the registered agent at such address is Susan C. Chaires, a resident of the District of Columbia.

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.

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

Cheryl Heitz _____ (Name)

President _____ (Title)

Signature: Cheryl Heitz

CORPORATE RESOLUTION AUTHORIZING FILING
OF
RESTATED ARTICLES OF INCORPORATION

At a meeting of the Board of Directors of AMERICAN SOCIETY OF WOMEN ACCOUNTANTS “(the Corporation”) on the 17 day of June, 2013, 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. In so authorizing the filing of the Restated Articles, the Corporation agrees to be governed under the DC Nonprofit Corporation Act of 2010 (eff. 2012).

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

Cheryl Hertz
Name

President
Title
6/17/13

Date