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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE BREVARD ASSOCIATION FOR THE ADVANCEMENT OF THE BLIND, INC.

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Brevard Association for the Advancement of the Blind, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 674 South Patrick Drive, Satellite Beach, Florida 32937, and the mailing address of the Corporation is 674 South Patrick Drive, Satellite Beach, Florida 32937.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, providing education and assistance for visually impaired

persons, and providing information to, and cooperating with, other agencies to supplement and extend services to the visually impaired.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - MEMBERS

The members of the Corporation shall be the persons approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin. A membership interest in the Corporation is not transferable.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed from among the members of the Corporation in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or trustee, or any former officer or trustee, to the full extent permitted by law.

ARTICLE VII - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of two-thirds of the directors in attendance at any regular or special meeting of the Board of Directors at which a quorum is present, called for such purpose in accordance with the Bylaws. Members are not entitled to vote to amend, repeal or alter the Articles of Incorporation.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 7 day of May, 2012.

The Brevard Association for the Advancement of
the Blind, Inc.

By: Anne R. McKelvey
Anne R. McKelvey, President

CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION

1. The Amended and Restated Articles of Incorporation of The Brevard Association for the Advancement of the Blind, Inc., contain amendments to the Articles of Incorporation that require member approval.

2. The amendments to the Articles of Incorporation were adopted by the members of the Corporation on May 7, 2012, and the number of votes cast for the amendment was sufficient for approval.


Anne R. McKelvey, President

Dated: May 7, 2012