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Deaf and Hard of Hearing Services of Volusia and Flagler Counties

116 S. Palmetto Avenue • Daytona Beach, Florida 32114-4320

November 29, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Dear Sir:

Enclosed please find the Amended and Restated Articles of Incorporation of Deaf and Hard of Hearing Services of Volusia and Flagler Counties, Inc. Please file these Amended and Restated Articles of Incorporation and send us a certified copy.

Also enclosed is our check for \$43.75 to cover the filing fee and the cost of certification.

Thank you for your assistance in this matter.

Sincerely,

Lynn Sinnott
Executive Director
LS/kt
Enclosures

FILED
01 DEC -6 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T. BROWN DEC 11 2001



Voice: (904) 257-1700 • TDD: (904) 257-3600 • Fax: (904) 257-9888



a United Way Agency

a Volusia County Agency

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DEAF AND HARD OF HEARING SERVICES
OF VOLUSIA AND FLAGLER COUNTIES, INC.

FILED
01 DEC -6 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following amended and restated articles of incorporation, pursuant to a Resolution of the Board of Directors and approved by the Members at a duly noticed regular meeting by the number of votes sufficient for approval.

ARTICLE I
NAME

The name of this corporation shall be DEAF AND HARD OF HEARING SERVICES OF VOLUSIA AND FLAGLER COUNTIES, INC.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation are 116 Palmetto Avenue, Daytona Beach, FL 32114-4320.

ARTICLE III
PURPOSE

The corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1984 or corresponding section of any future federal tax code. More specifically, the purpose of the corporation includes, but is not limited to, bridging the communication gap between the general hearing population and deaf and hard-of-hearing individuals of

Volusia and Flagler Counties through interpreters, technology and access to educational, cultural, recreational, social and occupational opportunities. These services are to be rendered regardless of race, religion, color, sex, age, national origin, disability or any other protected characteristic to the full extent of all applicable laws.

ARTICLE IV POWERS

The corporation shall have all the powers allowed to non-profit corporations under Section 617.0302, Florida Statutes or corresponding section of any future state law governing domestic not-for-profit corporations.

ARTICLE V PROHIBITION AGAINST DISTRIBUTION OF INCOME

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. 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 and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under 26 USCA Section 501(a) as an organization described in 26 USCA Section 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. No substantial part of the activities of the corporation shall be attempting to influence

legislation by propaganda or otherwise; except that the corporation may make the election provided for in I.R.C. Section 501(h) with respect to influencing legislation and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by I.R.C. Section 501(h)(2)(B) and (D). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE VII TERM

The corporation shall have perpetual existence.

ARTICLE VIII MEMBERSHIP

The corporation formed hereby, shall have no capital stock, and shall be composed of members rather than stockholders. The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the Bylaws.

ARTICLE IX SUBSCRIBERS

The names and residences of the subscribers are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Gene Heidrich	917 Hamlin Drive South Daytona, Florida 32019
Deanie Lowe	1065 North Halifax Drive Ormond Beach, Florida 32074
Judy Monaco	136 River Bluff Drive Ormond Beach, Florida 32074

ARTICLE X
MANNER OF ELECTIONS

There shall be a Board of Directors consisting of at least three individuals. Each director shall be elected by a majority vote of the members in the manner and at the times set forth in the Bylaws. Any Director may be removed with or without cause by the affirmative vote of at least two-thirds of the Board of Directors. If a vacancy occurs on the Board of Directors, the Directors shall fill the vacancy for the unexpired term of his or her predecessor in office.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the membership and approved at any regular or special meeting by a two-thirds vote of the members present, provided not less than fourteen (14) days notice by mail shall have been given to all of the members setting forth the proposed amendment.

ARTICLE XII
DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation and after paying or making provision for the payment of all liabilities of the corporation, the Board of Directors shall dispose of all of the assets of this corporation by disbursing said assets to another corporation, or entity which at the time of the dissolution of the corporation qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law and which has a similar purpose to this corporation. It is at the sole discretion of the Board of Directors to which organization the

disbursement of the assets of this corporation shall be made. Any assets of this corporation which have not been disbursed by the Board of Directors as described in this paragraph shall be distributed by the Circuit Court of the County in which the principal office of this corporation has been located exclusively for such purposes and to such organizations as said Circuit Court shall determine.

Dated: November 28, 2001

Deaf and Hard of Hearing Services of
Volusia and Flagler Counties, Inc.

Mary J. Mathwich
By: MARY MATHWICH
Its: President

Cynthia Sears
By: CYNTHIA SEARS
Its: Secretary