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FLORIDA PROFIT/NON PROFIT CORPORATION

NEW DEAF AND HARD OF HEARING SERVICES OF NORTHWEST F

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**ARTICLES OF INCORPORATION OF
NEW DEAF AND HARD OF HEARING SERVICES OF NORTHWEST FLORIDA, INC.
A CORPORATION NOT FOR PROFIT**

The undersigned, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is NEW DEAF AND HARD OF HEARING SERVICES OF NORTHWEST FLORIDA, INC., and the principal mailing and street address of the corporation is 2912 North "E" Street, Pensacola, Florida 32501.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

- (a) To engage in charitable and educational activities and purposes.
- (b) To receive and maintain a fund or funds of real or personal property, or both,

and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

(c) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, director or officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying

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on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of the Florida Not for Profit Corporation Act or these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under

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Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The corporation's sole member shall be United Cerebral Palsy of Northwest Florida, Inc., a Florida not-for-profit corporation.

ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State. The corporation shall have perpetual existence.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Gary W. Huston
125 W. Romana Street
Suite 800
Pensacola, FL 32502

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected by the member and shall be removed as provided in the Bylaws of the corporation. The member shall have full power to elect directors to fill

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vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act. Unless otherwise provided in the Bylaws of the corporation, the majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial directors of the corporation are as follows:

J. Ben Renfro, M.D.
2912 North "E" Street
Pensacola, FL 32501

Mike Hill
2912 North "E" Street
Pensacola, FL 32501

Anna Barbee
2912 North "E" Street
Pensacola, FL 32501

Michele W. Fielder
2912 North "E" Street
Pensacola, FL 32501

ARTICLE VII - OFFICERS

This corporation shall have the officers described in its Bylaws, who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the member, directors, and officers of the corporation are subject to this reservation.

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ARTICLE IX - BYLAWS

Unless otherwise provided in the Bylaws of the corporation, the Bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

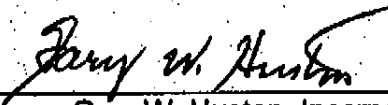
Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed, in the manner determined by the directors of the corporation, solely to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 125 W. Romana Street, Suite 800, Pensacola, Florida 32502, and the name of the registered agent of this corporation at that address shall be Gary W. Huston.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below.



Gary W. Huston, Incorporator

Date: October 30, 2009

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REGISTERED AGENT ACCEPTANCE

I hereby accept the foregoing designation as registered agent of NEW DEAF AND
HARD OF HEARING SERVICES OF NORTHWEST FLORIDA, INC. Further, I am familiar
with and accept the duties and obligations of such designation.



Gary W. Huston

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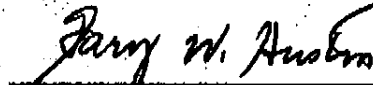
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The undersigned, Gary W. Huston, authorized representative of a member of New Deaf and Hard of Hearing Services of Northwest Florida, LLC, a Florida limited liability company (the "LLC"), being duly sworn, deposes and says:

That the LLC is filing Articles of Dissolution to dissolve the LLC with the Florida Secretary of State. The LLC has no intention of revoking the dissolution and hereby authorizes the immediate release and use of its name.

Dated on the date set forth below.

AUTHORIZED REPRESENTATIVE OF MEMBER:



GARY W. HUSTON

Date: October 30, 2009

Sworn to and subscribed before me this 30 day of October, 2009, by Gary W. Huston, as authorized representative of a member of New Deaf and Hard of Hearing Services of Northwest Florida, LLC, a Florida limited liability company, who ☒ is personally known to me, or () has produced N/A as identification.



[type/print name below signature]
NOTARY PUBLIC

Commission Number: DD802062My Commission Expires: 09-25-12

[NOTARIAL SEAL]

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