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SOUNDING JOY, INC.

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SEP 28 2021

A. LUNT

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUNDING JOY, INC.

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SOUNDING JOY, INC., a not-for-profit corporation organized and existing under the laws of State of Florida (this "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 617, Florida Statutes, does hereby certify as follows:

1. The name of this Corporation is **SOUNDING JOY, INC.** and its Document Number is **N21000010089**.

2. The Articles of Incorporation of this Corporation are hereby amended and restated by deleting the Articles of Incorporation of this Corporation in their entirety and replacing such Articles of Incorporation with the Amended and Restated Articles of Incorporation beginning on the immediately following page.

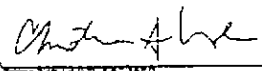
3. These Amended and Restated Articles contain amendments to this Corporation's Articles of Incorporation (the "Amendments") requiring member approval. These Amended and Restated Articles of Incorporation were approved and adopted by the directors of this Corporation by written consent effective on September 15, 2021. There has been and there is only one class of members of this Corporation outstanding, there was only one voting group entitled to vote on these Amended and Restated Articles, and all members voted in favor of the Amendments. Accordingly, the number of votes cast for the amendment by the members was sufficient for approval of these Amended and Restated Articles of Incorporation.

4. These Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.

5. These Amended and Restated Articles of Incorporation attached hereto shall become effective upon filing by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed these Amended and Restated Articles of Incorporation of SOUNDING JOY, INC. this 27th day of September, 2021.

SOUNDING JOY, INC.

By: 

Christina A. Vogel
President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUNDING JOY, INC.**

ARTICLE I

Name

The name of this corporation is: **SOUNDING JOY, INC.**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

PRINCIPAL OFFICE	MAILING ADDRESS
330 3 rd Street S., #1706 St. Petersburg, Florida 33701	330 3rd Street S., #1706 St. Petersburg, Florida 33701

ARTICLE III

Purposes and Duration

Section 1. The Corporation is organized exclusively for charitable purposes, including providing hearing aids or financial assistance to people who cannot afford hearing aids. The Corporation shall have perpetual existence.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual 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 on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4. 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.

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Section 5. 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.

Section 6. 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.

Section 7. 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.

Section 8. Notwithstanding any other provision of 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any of 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.

ARTICLE IV

Manner of Election of Directors

The method of election of the directors for this corporation shall be stated in the Bylaws of the corporation.

ARTICLE V

Members

The Member of this corporation is:

<u>Name</u>	<u>Address</u>
Christina A. Vogel	330 3 rd Street S., #1706 St. Petersburg, Florida 33701

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ARTICLE VI
Board of Directors

The Board of Directors of this corporation shall consist of five (5) members, such members to hold office until his or her successor has been duly elected and qualified. The names and street addresses of the directors are:

<u>Name</u>	<u>Address</u>
Christina A. Vogel	330 3 rd Street S., #1706 St. Petersburg, Florida 33701
Bill Vogel	330 3 rd Street S., #1706 St. Petersburg, Florida 33701
Traci Tucker	4830 Heron Pointe Drive, #807 Tampa, Florida 33616
Shane Donaldson	4023 Tampa Road, #2200 Oldsmar, Florida 34677
Sarah Connolly	433 Central Avenue, 4 th Floor St. Petersburg, Florida 33701

ARTICLE VII
Officers

The officers of this corporation shall serve until his or her earlier death, resignation, failure to qualify, or the election and qualification of his or her successor pursuant to the corporation's bylaws. The names and street addresses of the officers are:

<u>Name</u>	<u>Address</u>
President: Christina A. Vogel	330 3 rd Street S., #1706 St. Petersburg, Florida 33701
Treasurer: Christina A. Vogel	330 3 rd Street S., #1706 St. Petersburg, Florida 33701
Secretary: Traci Tucker	4830 Heron Pointe Drive, #807 Tampa, Florida 33616

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ARTICLE VIII
Registered Office and Registered Agent

The registered office of this corporation is located at 6987 East Fowler Avenue, Tampa, Florida 33617 and the registered agent of this corporation at such office shall be Gerard F. Wehle, Jr., Esq. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE IX
Incorporator

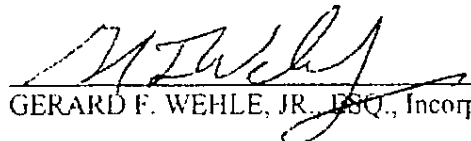
The name and street address of the incorporator making these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gerard F. Wehle, Jr., Esq.	Drummond Wehle Yonge LLP 6987 East Fowler Avenue Tampa, Florida 33617

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated.

DATED September 27, 2021.

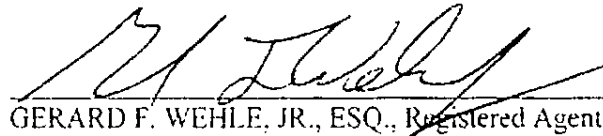

GERARD F. WEHLE, JR., ESQ., Incorporator

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SOUNDING JOY, INC.**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, GERARD F. WEHLE, JR., ESQ., having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED September 27, 2021.


GERARD F. WEHLE, JR., ESQ., Registered Agent

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