

# N23067

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

DEAF SERVICE CENTER ASSOCIATION, INC.

*New one*

Certificate of Status	0
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*Amended & Restated*

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March 24, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DEAF SERVICE CENTER ASSOCIATION, INC.  
7821 SEMINOLE BLVD  
SEMINOLE, FL 33772

SUBJECT: DEAF SERVICE CENTER ASSOCIATION, INC.  
REF: N23067

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts  
Regulatory Specialist II

FAX Aud. #: H09000067755  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

Amended and Restated Articles of Incorporation  
For  
DEAF SERVICE CENTER ASSOCIATION, INC.  
Amended March 20, 2009

WE THE UNDERSIGNED, herby associate ourselves for the purpose of forming a Florida corporation, not-for-profit pursuant to Chapter 617 of Florida Statutes as amended and certify as follows:

ARTICLE I  
NAME

The name of this corporation is: DEAF SERVICE CENTER ASSOCIATION, INC.

ARTICLE II  
PURPOSES

1. To promote the development of and the well being of Non profit Deaf and Hard of Hearing Service Providers in the State of Florida.
2. To assist efforts of Non profit Deaf and Hard of Hearing Service Providers throughout the State of Florida.
3. To do all things authorized by section 617, Florida Statutes in accordance with Section 501 of the Florida Revenue Code.
4. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
5. This corporation shall not be operated as for profit.

ARTICLE III  
POWERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be defined in the bylaws of the corporation:

1. Membership. The Corporation shall have membership categories as defined in the bylaws.

ARTICLE IV  
PERPETUAL EXISTANCE

The Corporation shall have perpetual existence.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 MAR 24 PM 4:55

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**ARTICLE V**  
**PRINCIPAL OFFICE**

1. The principal office of the Corporation shall be located in the office of the current president of the Corporation.
2. The Corporation may change such principal office and transact business at such other places within the State of Florida as shall from time to time be designated by the Board of Directors.

**ARTICLE VI**  
**MANAGEMENT OF THE AFFAIRS OF THE CORPORATION -- OFFICERS**

1. The affairs of the Corporation shall be managed by the Officers of the Corporation until such time as the Corporation employs and Executive Director, at which time the Executive Director shall, assisted by the Officers, manage the affairs of the Corporation, subject, however, to the instruction of the Board of Directors, except to the extent that Directors shall have delegated the responsibility for such instruction under the provisions of these Articles in accordance with the Bylaws.
2. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors.
3. At the annual meeting of the Board of Directors, in June of odd numbered years, officers shall be elected, to hold office for a period of two years until the next election or until their successors are elected and qualify, subject to the terms as delineated in the Bylaws of the Corporation.
4. The names of the officers and directors who currently serve as of the filing of these Articles of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Jeffrey A. Thomas	Deaf and Hard of Hearing Services of Florida, Inc. 8610 Galen Wilson Blvd. Port Richey, Florida 34868	President
Rick Kottler	Deaf and Hard of Hearing Services of the Treasure Coast, Inc. 10016 S. Federal Highway Port St. Lucie, Fl. 34962	Vice President
Maureen Tambasco	Citrus Hearing Impaired Program Services, Inc. 105 SE Hwy. 19 Crystal River, FL 34429	Secretary
Kim Gaut	Hearing Impaired Persons, Inc. 25250 Sandhill Blvd. Punta Gorda, FL 33983	Treasurer
Charon Feild-Aurand	Family Center on Deafness 6886 102 <sup>nd</sup> Avenue North Pinellas Park, FL 33782	Director

Donna Carlton	Community Center for the Deaf and Hard of Hearing of Manatee/Sarasota 5107 14 <sup>th</sup> Street West Bradenton, FL 34207	Director
Lori Timson	Deaf Service Center of Southwest Florida, Inc. 1860 Boy Scout Rd. #B208 Fort Myers, FL 33907	Director
Joan Gindlesperger	Deaf Service Center of Palm Beach County 3111 South Dixie Highway, Suite 237 West Palm Beach, FL 33405	Director
Kim Schur	League for the Hard of Hearing - Florida 2900 West Cypress Creek Rd Suite 3 Ft. Lauderdale, FL 33309	Director
Holliday Lisowski	Deaf and Hearing Connection for Tampa Bay, Inc. 7821 Seminole Blvd. Seminole, Florida 33772	Director
Lynn Sinnott	Deaf and Hard of Hearing Service Center at Easter Seals 1219 Dunn Avenue Daytona Beach, FL 32114	Director

**ARTICLE VII**  
**BOARD OF DIRECTORS**

1. A Board of Directors consisting of the voting members of the corporation shall govern this Corporation.
2. Succeeding Directors shall be elected by a majority of the Board of Directors in the manner and in accordance with the methods provided for in the Bylaws of the Corporation.

**ARTICLE IX**  
**BYLAWS**

The original Bylaws of this Corporation shall be adopted by a majority vote of the Directors of this Corporation present at a meeting called for that purpose, at which a majority of the Board of Directors is present, and thereafter the Bylaws of this Corporation may be amended, altered or rescinded only in the manner provided for in the Bylaws.

**ARTICLE X**  
**PROHIBITION AGAINST DISTRIBUTION OF INCOME**

This Corporation shall never have nor issue any shares of stock nor shall it distribute any part of its income, if any, to its members, directors, or officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to members, directors, officers, the Executive Director, or its agents, supervisory personnel, or employees for services rendered, nor from making any payments of distributions to members of benefits, monies, or properties as permitted by Section 617.011 of Florida Statutes.

**ARTICLE XI**  
**CONTRACTS AND SERVICES**

The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested as shareholders, directors or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1954 and regulations hereunder as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the trustees and officers to enter into and consummate any contract, transaction or other action.

**ARTICLE XII**  
**INDEMNIFICATION**

The Corporation shall have the power to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or legislative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitute gross negligence or willful misconduct, in his capacity as director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise on which he served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, including an appeal thereof. The Corporation may pay such expenses, including attorney's fees, in advance of final disposition of any such action, suit or proceeding, upon a preliminary determination of the correctness of such person's conduct as required by law and upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. The Board of Directors may authorize the purchase and maintenance of insurance to provide indemnification hereunder.

**ARTICLE XIII**  
**SUBSCRIBERS**

The names and post office addresses of the subscribers to these Articles of Incorporation are as follows:

**NAME**

**ADDRESS**

Jeffrey A. Thomas

Deaf and Hard of Hearing Services of Florida, Inc.  
8610 Galen Wilson Blvd.  
Port Richey, Florida 34668

Rick Kotler Deaf and Hard of Hearing Services of the  
Treasure Coast  
10016 S. Federal Highway  
Port St. Lucie, Fl. 34952

Kim Gaut Hearing Impaired Persons, Inc.  
25250 Sandhill Blvd.  
Punta Gorda, FL 33983

Maureen Tambasco Citrus Hearing Impaired Program Services, Inc.  
105 SE Highway 19  
Crystal River, Florida 34429

**ARTICLE XIV**  
**AMENDMENTS**

These Articles of Incorporation may be amended from time to time by resolution adopted by two-thirds (2/3) of the Board of Directors of the Corporation by mail vote or by vote at a meeting called in part to consider such amendment.

**ARTICLE XV**  
**DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 XVI**  
**NO DISCRIMINATION**


In selection of officers, directors, agents, or employees, and in carrying out the purposes of the Corporation, there shall be no discrimination as to age, race, creed, religion, sex or disability.

**ARTICLE XVII**  
**DESIGNATION OF RESIDENT AGENT**


This corporation names Jeffrey A. Thomas as its Resident Agent to accept service of process within this State at the following address:

Deaf and Hard of Hearing Services of Florida Inc.  
8610 Galen Wilson Blvd.  
Port Richey, Florida 34668

IN WITNESS WHEREOF, we have set our hand as subscribers to these Articles of Incorporation this 20<sup>th</sup> day of March 2009.

  
\_\_\_\_\_  
Jeffrey A. Thomas

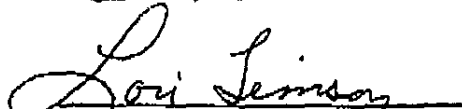
  
\_\_\_\_\_  
Rick Kottler

  
\_\_\_\_\_  
Kim Galt

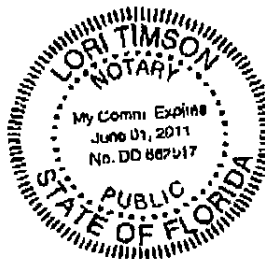
  
\_\_\_\_\_  
Maureen Tambasco

STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 20 day of March, 2009, by

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 6/1/2011

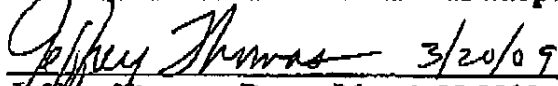




Deaf Service Center Association, Inc  
7821 Seminole Blvd  
Seminole, FL 33772

REF: N23067

The restatement contained amendments requiring member approval.  
On March 20, 2009, a majority of the members voted to approve the  
restatement. The restatement was adopted unanimously.

  
Jeffrey Thomas, Pres. March 20, 2009