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December 16, 1997

Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32301

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-12/17/97--01028--014

*****70.00 *****70.00

RE: Articles of Incorporation for
John D. Chapman "SeeHear" Corporation

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for John D. Chapman "SeeHear" Corporation together with a check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

Terrance R. Ketchel

Terrance R. Ketchel

TRK/sdp

Enc a/s

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TALLAHASSEE, FLORIDA
CB-23-1297

ARTICLES OF INCORPORATION

FOR

John D. Chapman "SeeHear" Corporation

A FLORIDA NONPROFIT CORPORATION

Article I.

Corporate Name

The name of the corporation is John D. Chapman "SeeHear" Corporation.

Article II.

Principal Office and Address

The address of the principal office of the corporation is 131 Woodbine Circle, Fort Walton Beach, Florida 32548 and the mailing address of the corporation is 131 Woodbine Circle, Fort Walton Beach, Florida 32548.

Article III.

Duration

The term of existence of the corporation is perpetual; and the corporation existence will commence on the filing of these Articles by the Department of State.

Article IV.

Purpose

The purpose for which this corporation is organized is to provide services to the sight and hearing impaired.

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Article V.

Capital Stock

This corporation shall be a corporation not-for-profit and shall not issue stock.

Article VI.

Membership

This Corporation shall have no members.

Article VII.

Board of Trustees

This corporation shall have three (3) trustees initially. The number of trustees may be increased or decreased from time to time as set forth in the By-Laws of the corporation, but shall never be less than three (3). The initial Trustees of the Corporation shall be John D. Chapman whose address is 131 Woodbine Circle, Fort Walton Beach, Florida 32548, Vera E. Chapman, 131 Woodbine Circle, Fort Walton Beach, Florida 32548, and Neil Andrew Chapman, 1310 Frederick Road, Garner, North Carolina 27529.

Article VIII.

Registered Office and Agent

The initial registered office of the corporation shall be located at 131 Woodbine Circle, Fort Walton Beach, Florida 32548. The initial registered agent of the corporation at that address shall be John D. Chapman.

The Board of Trustees from time to time may move the Registered Office to any other address in the State of Florida.

Article IX.

Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: John D. Chapman, 131 Woodbine Circle, Fort Walton Beach, Florida 32548.

Article X.

Indemnification

This corporation shall indemnify and hold harmless any and all of its present or former trustees, officers, employees, or agents to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his or her legal representative may be made a party or may be threatened to be made a party by reason of their being or having been a trustee, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any trustee, officer, employee or agent may be entitled as a matter of law or which they may be lawfully granted.

Article XI.

Amendments

The Articles of Incorporation may be amended in the manner provided by Florida law.

Article XII.

By-Laws

The power to alter, amend, or repeal By-Laws of the corporation shall be set out in said By-Laws.

Article XIII.

Distribution of Assets Upon Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed in the manner provided by Florida law, [and none of the assets will be distributed to any member, officer, trustee of this corporation].

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 16 day of December, 1997.


JOHN D. CHAPMAN

STATE OF FLORIDA

*

COUNTY OF OKALOOSA

*

I HEREBY CERTIFY that on this 16th day of December, 1997, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOHN D. CHAPMAN, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

X To me personally known

Identified by Driver's License Number _____
issued by the State of _____

Terrance R. Ketchel
Notary Public, State of Florida
My Comm. expires Feb 18, 1998
Comm. No. CC348733

Terrance R. Ketchel
Notary Public
Typed Name: _____
My Commission Expires: _____
Commission No.: _____

I, JOHN D. CHAPMAN, am hereby familiar with and accept the duties and responsibilities as Registered Agent for John D. Chapman "SeeHear" Corporation.

John D. Chapman
JOHN D. CHAPMAN,
Registered Agent

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97 DEC 23 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA