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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/16/98--01071--002  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: DEAF Wings, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CHRISTOPHER WAGNER  
Name (Printed or typed)

1252 HOLLY CIRCLE  
Address

OLDSMAR, FLORIDA 34677  
City, State & Zip

813-855-8073 or 813-548-5566  
Daytime Telephone number

TTY ONLY

FILED  
98 FEB 16 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

98 2-16-98

**ARTICLES OF INCORPORATION  
OF  
DEAF WINGS , INC.**

(A Corporation, Not for Profit)

FILED  
98 FEB 16 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The name of this corporation is: DEAF Wings, Inc.

**ARTICLE II  
PURPOSES**

The purposes for which this organization has been organized are as follows:

1. To support the continuation and the well being of services, advocacy and rights of Deaf or Hard of Hearing persons in the area.
2. To advocate for more services, legislation and support to benefit the quality of life of members of the Deaf or Hard of Hearing Communities in this area.
3. To raise funds for activities involving Deaf or Hard of Hearing persons in the area.
4. To host activities and professional development workshops for the enjoyment of the Deaf and Hard of Hearing communities in this area.
5. To do all things authorized by Section 617, Florida Statutes in accordance with Section 501 of the Florida Revenue Code.
6. This corporation is organized exclusively for cultural and educational purposes within the meaning of Section 501 ( c ) (3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue Law, to develop, coordinate, promote and present the above stated purposes and other related activities and endeavors in the State of Florida.
7. This corporation shall not be operated for profit.

### ARTICLE III POWERS

The powers of the Corporation shall include and be governed by the following provisions:

a. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

b. The Corporation shall have all the powers reasonably necessary to implement the purposes of the Corporation, including but not limited to the following:

i. To use the proceeds of donations, grants or other funding in the exercise of its powers and purposes.

ii. To own, maintain, repair, replace and operate Corporation property.

iii. To make and amend regulations respecting the use of the property in the Corporation.

iv. To enforce by legal means the provisions of these Articles, by Bylaws of the Corporation.

c. All funds and title of all properties acquired by the Corporation and the proceeds thereof shall be held only for the not-for-profit purposes of the Corporation, in accordance with the laws of the State of Florida.

d. The powers of the Corporation shall be subject to and be exercised in accordance with the provisions of the Bylaws of the Corporation.

e. Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under sections 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under appropriate sections, codes or laws.

### ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

a. Membership. The Corporation shall have one membership category as follows:

- i. **VOTING MEMBER.** The voting membership of the Corporation shall be comprised of interested people who have similar interests as the Corp.
- b. **Qualifications.** Membership in this Corporation shall be open to any person 18 years of age or older, who meets the requirements for membership as contained in the Bylaws of the Corporation.
- c. **Termination of Membership.** The membership of any member may be terminated on a 2/3 majority vote of the voting membership upon grounds as delineated in the Bylaws of the Corporation or by the majority of the Board of Directors voting in a regularly scheduled meeting of the Board of Directors or a duly called meeting of the Board of Directors for that specific purpose.
- d. **Voting by Members.** Each member shall be entitled to one vote on each matter submitted to a vote of Voting Members as delineated in the Bylaws of the Corporation.
- e. **Bylaws.** The Bylaws of the Corporation may contain additional provisions concerning members and membership not in conflict with these Articles of Incorporation.

#### ARTICLE V PERPETUAL EXISTENCE

The Corporation shall have perpetual existence unless dissolved by law.

#### ARTICLE VI PRINCIPAL OFFICE

The initial principal office of this Corporation shall be located at:

DEAF Wings, Inc.  
7190 76th Street North  
Pinellas Park, Florida 33781

This 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 VII MANAGEMENT OF THE AFFAIRS OF THE CORPORATION - OFFICERS

- a. The affairs of this Corporation shall be managed by the Officers of the Corporation subject, however, to the instruction of the voting members, except to the extent that Directors shall have delegated the responsibility for such instruction under the provisions of these Articles and in accordance with the Bylaws.

- b. 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 members.
- c. 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 terms as delineated in the Bylaws of the Corporation.
- d. The names of the officers and directors who served until the first election by the Board after the filling of these Articles of Incorporation are as follows:

NAME	ADDRESS	OFFICE
Christopher Wagner	1252 Holly Circle, Oldsmar, FL 34677	President
Sarah Harris	7924 47 <sup>th</sup> Street N., Pinellas Park, FL 33781	Vice President
Melissa Bucher	2930 165 <sup>th</sup> Avenue N. Clearwater, FL 33760	Secretary
William Riha	DOT 11201 W. McKinley Dr., Tampa, FL 33612	Treasurer

#### ARTICLES VIII BOARD OF DIRECTORS

- a. This Corporation shall be governed by a Board of Directors consisting of the President, Vice President, secretary and Treasurer.
- b. Succeeding a Board member shall be elected by a majority of the voting members in a manner in accordance with the method provided for in the Bylaws of the Corporation.

#### ARTICLES 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 or 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 thereunder 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 a 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	POST OFFICE ADDRESS
Chris Wagner	DEAF Wings, Inc. 7190 76 <sup>th</sup> Street North Pinellas Park, FL 33781

### ARTICLE XIV AMENDMENTS

These Articles of Incorporation may be amended from time to time by resolution adopted by two-thirds (2/3) of the voting members of the Corporation present at a meeting called in part for that purpose; providing sufficient notice has been given and that a quorum is present, or by mail vote.

### ARTICLE XV DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to

### ARTICLE XVI NO DISCRIMINATION

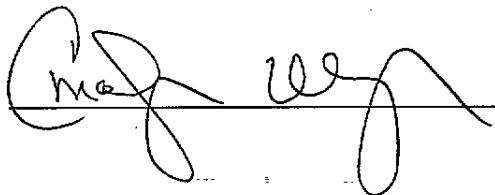
In selection of officers, directors, agents, or employees, and in carrying out the purposes of this Corporation, there shall be no discrimination as to race, creed, religion, sex or handicap.

ARTICLE XVII  
DESIGNATION OF RESIDENT AGENT

This corporation names Christopher Wagner as its Resident Agent to accept service of process within this State at the following address:

7190 76<sup>th</sup> Street North  
Pinellas Park, FL 33781-2730

IN WITNESS WHEREOF, we have set our hand and seals as subscribers to these Articles of Incorporation in Pinellas County, Florida, this 12<sup>th</sup> day of February, 1998.

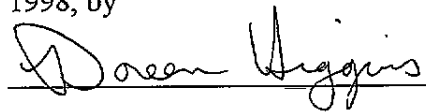


CHRISTOPHER WAGNER

FILED  
98 FEB 16 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF PINELLAS ) ss:

The foregoing instrument was acknowledged before me this 12 day of February, 1998, by



NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: May 9, 1998



DOREEN HIGGINS  
My Commission CC371310  
Expires May. 09, 1998  
Bonded by HAI  
800-422-1555