

**ARTICLES OF AMENDMENT TO RESTATED ARTICLES OF INCORPORATION  
OF  
COUNCIL OF ACADEMIC PROGRAMS IN  
COMMUNICATION SCIENCES AND DISORDERS**

Pursuant to the provisions of the Alabama Business and Nonprofit Entities Code, Chapter Three, the undersigned hereby adopt the following Articles of Amendment:

**ARTICLE I**

The name of the corporation is Council of Academic Programs in Communication Sciences and Disorders.

**ARTICLE II**

The following amendments were adopted:

1. The first paragraph of ARTICLE III shall be restated in its entirety to read as follows:

“The Corporation is committed to promoting the common interest of its members, which is to enhance the quality of education in communication sciences and disorders. The Corporation’s purposes are to engage in, assist, and contribute to the support of charitable and educational activities and projects, including advancing the goals and effectiveness of academic programs, promoting research, pedagogy, clinical education, and the highest educational standards; facilitating the exchange of scholarly and professional information; and fostering initiatives to enhance the preparation of students to meet the public need. To this end, the Corporation shall at all times be operated exclusively under the purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the “Code”). All assets and funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.”

2. ARTICLE IV shall be restated in its entirety to read as follows:

**“ARTICLE IV  
POWERS; EXEMPT STATUS”**

**Section 1.** This Corporation is a nonprofit corporation governed by the Alabama Nonprofit Corporation Act. The Corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its members, except as permitted by law. The Corporation shall have all of the powers specifically set forth in the Code of Alabama, 1975, Section 10-3A-20, as amended, and all other lawful powers of nonprofit corporations, subject only to the limitations expressed herein and by law.

**Section 2.** Notwithstanding any other provisions of these Restated Articles of Incorporation:

(a) All activities of the Corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this Corporation was organized.

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of any member, officer, director or other individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes, and except that individuals may benefit from grants, scholarships, fellowships and similar payments or distributions made for the purposes for which this Corporation was organized), or shall be used to for any purpose other than furtherance of the purposes above stated. All powers of the Corporation shall be exercised in accordance with Section 501(c)(6) of the Code.”

3. Article VII shall be restated in entirety to read as follows:

## **ARTICLE VII** **AMENDMENTS**

**Section 1. Proposal of Amendment.** Any member representative of a member of the Corporation may propose an amendment to these Restated Articles of Incorporation by submitting a petition to the Board of Directors setting forth the proposed amendment and signed by ten percent (10%) of the representatives of member programs of the Corporation. The Board may propose amendments to the Restated Articles of Incorporation approved by two-thirds (2/3) of the directors.

**Section 2. Approval and Adoption of Proposed Amendments.** To the extent permitted by law, proposed amendments may be approved and adopted by a two-thirds (2/3) of the directors; provided, however, that if applicable law requires an amendment to be approved and adopted by the members of the Corporation, the process set forth below shall be followed:

(a) Upon receiving the proposed amendment, the Board shall adopt a resolution setting forth the proposed amendment and submit the resolution to a vote at an annual or special meeting of the member program representatives. Written notice setting forth the proposed amendment or a summary of the proposed amendment shall be given to each member program representative entitled to vote not less than ten (10) and no more than fifty (50) days before the date of the meeting.

(b) The proposed amendment must be approved by a two-thirds (2/3) vote of the members entitled to vote who are present at a meeting, whether in person or represented by proxy, in order to be adopted as part of the Articles of Incorporation.

4. ARTICLE VIII shall be restated in entirety to read as follows:

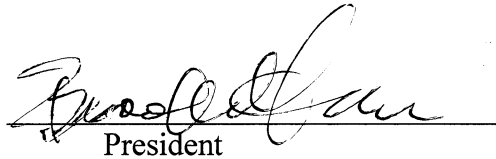
**ARTICLE VIII**  
**DISSOLUTION**

In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed in such manner as the Board of Directors of the Corporation shall by majority vote determine. The distribution shall be made either exclusively for the purposes for which the corporation is formed or consistent with such purposes, and shall be made to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Code.”


**ARTICLE III**

The date of the meeting of the members where the amendment was adopted, a quorum was present, and the amendment received at least two-thirds of the votes entitled to be cast was March 26, 2011.

Date: March 26, 2011

  
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President

  
\_\_\_\_\_  
Secretary

Verified:   
\_\_\_\_\_  
President