

737813 FOX & FOX, P.A.

Attorneys at Law

ROLAND FOX
Of Counsel
GREGORY A. FOX
Board Certified in Taxation

Corporate Square
28050 U.S. 19 North, Suite 100
Clearwater, Florida 33761

Telephone (727) 796-4556

Fax (727) 791-1517

January 31, 2000

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Z 167 263 793

FILED
00 FEB -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Phi Delta Kappa Fraternity,
Florida Alpha-Lambda Chapter, Inc.

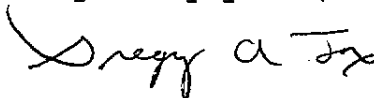
Gentlemen:

Enclosed please find:

1. Articles of Merger with the Plan of Merger attached
2. Certificate of Amendment to Articles of Incorporation

Also enclosed is a check in the amount of \$105.00 for the filing fees. If you should have any questions, please call me.

Very truly yours,



GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

200003125022--6

-02/07/00--01008--001

****105.00 *****70.00

Note: Requested a refund for the #35 they sent to file the Amendment. It was not necessary to file the Amendment as the name was changed when the merger was filed. TD

Merger & N/C

V. SHEPARD FEB 17 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY, a Florida corporation, N38244

INTO

PHI DELTA KAPPA, LAMBDA CHAPTER, INC. which changed its name to
**PHI DELTA KAPPA FRATERNITY, FLORIDA ALPHA-LAMBDA CHAPTER,
INC.**, a Florida entity, 737813.

File date: February 7, 2000

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER OF
FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY
INTO PHI DELTA KAPPA, LAMBDA CHAPTER, INC.**

FILED
00 FEB -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following articles of Merger.

1. The names of the corporations which are parties to the merger are **FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY** and **PHI DELTA KAPPA, LAMBDA CHAPTER, INC.**

2. On January 5, 2000, the attached plan of merger was approved by a majority of the members of each of the undersigned corporations in the manner prescribed by the By-Laws of the constituent corporations and Florida Statutes.

3. As to each of the undersigned corporations, the majority of the members present at meeting held on January 5, 2000 voted approval for the plan of merger.

FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY

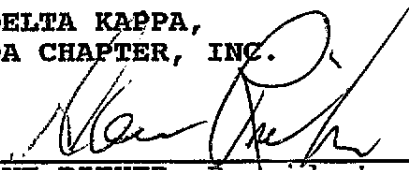
Members Eligible to Vote	Members Voting For	Members Voting Against
<u>15</u>	<u>15</u>	<u>0</u>

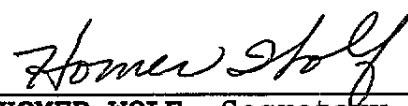
PHI DELTA KAPPA, LAMBDA CHAPTER, INC.

Members Eligible to Vote	Members Voting For	Members Voting Against
<u>9</u>	<u>9</u>	<u>0</u>

Dated January 5, 2000.

**PHI DELTA KAPPA,
LAMBDA CHAPTER, INC.**

By: 
DAVE RIEKER, President

By: 
HOMER WOLF, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by DAVE

RIEKER and HOMER WOLF as President and Secretary of PHI DELTA KAPPA, LAMBDA CHAPTER, INC. this 5th day of January, 2000.

Robert W. Fusco, Jr.
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
ROBERT W. FUSCO, JR.
COMMISSION # CC 695585
EXPIRES NOV 29, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FLORIDA ALPHA CHAPTER,
PHI DELTA KAPPA FRATERNITY

By: *Ed. Taylor*
ED TAYLOR, President

By: *Brad Smurr*
BRAD SMURR, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by ED TAYLOR and BRAD SMURR as President and Secretary of FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY this 5 day of January, 2000.

Robert W. Fusco, Jr.
NOTARY PUBLIC

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
ROBERT W. FUSCO, JR.
COMMISSION # CC 695585
EXPIRES NOV 29, 2001
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ATLANTIC BONDING CO., INC.

PLAN OF MERGER

Plan of merger dated 1-5-2000 between PHI DELTA KAPPA, LAMBDA CHAPTER, INC., referred to as the surviving corporation, and FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY, referred to as the absorbed corporation.

STIPULATIONS

A. PHI DELTA KAPPA, LAMBDA CHAPTER, INC. is a not for profit corporation organized and existing under the laws of the State of Florida, with its principal office at 8305 North Blossom Avenue, Tampa, Florida 33684.

B. FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY is a not for profit organized and existing under the laws of the State of Florida, with its principal office at Post Office Box 46805, Tampa, Florida 33647.

B. The members of the constituent corporations deem it desirable and in the best business interests of the corporations and their members that FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY be merged into PHI DELTA KAPPA, LAMBDA CHAPTER, INC. pursuant to the provisions of Sections 607.1103 et seq. of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY shall merge with and into PHI DELTA KAPPA, LAMBDA CHAPTER, INC. which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger, but shall be changed as follows:

ARTICLE I.

The name of the corporation shall be:

~~PHI DELTA KAPPA, ^{error} ALPHA-LAMBDA CHAPTER, INC.~~

Phi Delta Kappa Fraternity, Florida Alpha-Lambda Chapter, Inc.
ARTICLE VII.

The affairs of the non-profit corporation shall be managed by its officers and directors as set forth in the By-Laws of the corporation.

RR BK
DU EJ

Section Four. Changes in Bylaws. The bylaws of the surviving corporation shall be amended in a manner to be approved by the members of the surviving corporation.

Section Five. Directors and Officers. The directors and officers of the corporation shall be elected at the meeting to be held on January 5, 2000.

Section Six. Approval by Members. This plan of merger shall be submitted for the approval of the members of the constituent corporations at meetings to be held on or before January 5, 2000, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Seven. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Eight. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation if the merger is not approved by the members of either the surviving or the absorbed corporation on or before January 5, 2000.

Section Nine. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

PHI DELTA KAPPA,
LAMBDA CHAPTER, INC.

By: [Signature]
DAVE RIEKER, President

By: [Signature]
HOMER WOLF, Secretary

FLORIDA ALPHA CHAPTER,
PHI DELTA KAPPA FRATERNITY

By: Ed Taylor
ED TAYLOR, President

By: Brad Smurr
BRAD SMURR, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by DAVE RIEKER, as President and HOMER WOLF, as Secretary of PHI DELTA KAPPA, LAMBDA CHAPTER, INC. and ED TAYLOR, as President and BRAD SMURR, as Secretary of FLORIDA ALPHA CHAPTER, PHI DELTA KAPPA FRATERNITY who have produced driver's licenses as identification or personally known to me this 5th day of January, 2000.



ROBERT W. FUSCO, JR.
COMMISSION # CC 695585
EXPIRES NOV 29, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Robert W. Fusco, Jr.