

7/31/2009

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**ALPHA OMEGA CHAPTER OF THE ALPHA TAU OMEGA FRATERNITY**

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**ARTICLES OF INCORPORATION**  
**OF**  
**ALPHA OMEGA CHAPTER OF THE ALPHA TAU OMEGA FRATERNITY, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is: ALPHA OMEGA CHAPTER OF THE ALPHA TAU OMEGA FRATERNITY, INC.

**ARTICLE II**

**PURPOSES**

This corporation is organized exclusively for nonprofitable purposes, including without limitation to conduct the activities of the Alpha Omega Chapter of the Alpha Tau Omega Fraternity at the University of Florida in Gainesville, Florida, as an association for fraternal, education, and social purposes, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for such purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

H09000173876 3

### **ARTICLE III**

#### **POWERS**

This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

### **ARTICLE IV**

#### **MEMBERS**

The members of this Corporation shall be those individuals who are eligible to be members as provided in the Bylaws of this Corporation.

### **ARTICLE V**

#### **DIRECTORS**

The business affairs and property of this Corporation shall be managed by the Board of Directors. The number of the Directors and the manner in which the Directors are elected shall be as set forth in the Bylaws.

### **ARTICLE VI**

#### **TERM OF EXISTENCE**

This corporation shall exist perpetually.

### **ARTICLE VII**

#### **INCORPORATOR**

The name and address of the subscriber is:

John B. Marion, IV  
811 No. Olive Avenue  
West Palm Beach, FL 33401

H09000173876 3

H09000173876 3

**ARTICLE VIII****BYLAWS**

The Bylaws of the corporation shall be made, altered, or rescinded as set forth in the Bylaws; provided, however, that no such amendment, alteration, or rescission shall be effective unless ratified by the Board of Trustees of Alpha Omega Chapter of Alpha Tau Omega Fraternity.

**ARTICLE IX****AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of two-thirds of the members of the corporation; provided, however, that no such amendment, alteration, or rescission shall be effective unless ratified by the Board of Trustees of Alpha Omega Chapter of Alpha Tau Omega Fraternity.

**ARTICLE X****MISCELLANEOUS**

Section 1. Neither the members, Directors, nor officers of this corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, Director or officer of this corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. This corporation shall have no capital stock.

Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 4. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d)

H09000173876 3

H09000173876 3

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE XI**

### **DISSOLUTION**

Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or

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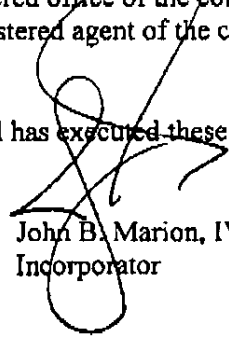
organizations under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation 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 XII**

### **PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 207 S.W. 13<sup>th</sup> Street, Gainesville, FL 32601, and the mailing address is c/o Registered Agent Eric Wild, 1320 N.W. 3<sup>rd</sup> Ave., Gainesville, FL 32603. The registered office of the corporation shall be 1320 N.W. 3<sup>rd</sup> Ave., Gainesville, FL 32603, and the registered agent of the corporation at that office shall be Eric Wild.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 21<sup>st</sup> day of July, 2009.

  
John B. Marion, IV  
Incorporator

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H09000173876 3

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 617, Fla. Stat. and accepts the appointment to serve as the Initial Registered Agent of Alpha Omega Chapter of Alpha Tau Omega Fraternity, Inc.

DATED this 22 day of July, 2009.

  
Eric Wild

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