

N09000011590

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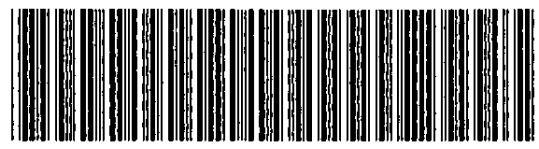
(Business Entity Name)

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mother Phi Foundation, Inc.

DOCUMENT NUMBER: N09000011590

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Coren H. Stern

(Name of Contact Person)

Bressler, Amery & Ross, P.C.

(Firm/ Company)

200 East Las Olas Boulevard, Suite 1500

(Address)

Fort Lauderdale, FL 33301

(City/ State and Zip Code)

cstern@bressler.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Coren H. Stern

(Name of Contact Person)

at (954) 499-7979

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
13 FEB 21 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mother Phi Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N09000011590

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

79 Lake Place

New Haven, CT 06511

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Mother Phi Foundation, Inc., c/o Coren H. Stern

Bressler, Amery & Ross, P.C.

200 E. Las Olas Boulevard, Suite 1500, Fort Lauderdale, FL 33301

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Coren H. Stern

Bressler, Amery & Ross, P.C., 200 E. Las Olas Boulevard, Suite 1500

(Florida street address)

New Registered Office Address:

Fort Lauderdale

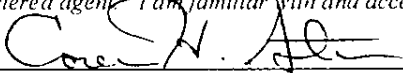
(City)

Florida 33301

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>TR</u>	<u>David K. Easlick, Jr.</u>	<u>3734 Rachel Lane</u> <u>Naples, FL 34103</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>S</u>	<u>Katherine F. Coudriet</u>	<u>3734 Rachel Lane</u> <u>Naples, FL 34103</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Coren H. Stern</u>	<u>10110 NW 7th Street</u> <u>Plantation, FL 33324</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached.

The date of each amendment(s) adoption: February 17, 2013

Effective date if applicable: February 19, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/19/13
Signature James D. Bishop Sr.
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James D. Bishop, Sr.
(Typed or printed name of person signing)
President
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
of
MOTHER PHI FOUNDATION, INC.
A Florida Not for Profit Corporation

The undersigned, acting as president of a corporation under Chapter 617 of Florida Statutes, adopts the following Amended Articles of Incorporation:

- A. **NAME OF CORPORATION:** The name of the corporation is Mother Phi Foundation, Inc. (the "Corporation").
- B. **PRINCIPAL OFFICE:** The principal office of the corporation is located at 79 Lake Place, New Haven, CT 06511.
- C. **MAILING ADDRESS:** The mailing address of the corporation is c/o Bressler, Amery & Ross, P.C., 200 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, FL 33301.
- D. **REGISTERED AGENT:** The name of the registered agent of the corporation is Coren H. Stern. The address of this registered agent is Bressler, Amery & Ross, P.C., 200 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, FL 33301.
- E. **DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. **BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. **INCORPORATORS:** The name and address of the incorporator is: David Easlick, 219 Coosaw Pt Blvd, Beaufort, SC 29907.
- H. **CORPORATE PURPOSES:**
 - 1. To promote fraternity, scholarship, leadership, high moral standards, and recreation among its members and all members of the Delta Kappa Epsilon Fraternity (the "Fraternity") in accordance with the principles, traditions, and rituals of the Fraternity.
 - 2. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, in furtherance of the purposes enumerated in Section 1.

3. To purchase, improve, operate, manage, own, use, or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation, or by any other person or entity for use as a chapter house by members and associate members of the Fraternity.
4. To borrow money, to issue evidences of indebtedness, and to mortgage, pledge, and grant security interests in its property.
5. To enter into and perform, cancel or rescind agreements and contracts of any nature.
6. To sue and be sued in its own name.
7. To accept gifts, bequests, contributions, and donations from individual corporations, associations, foundations or other entities, with or without restrictions.
8. To carry out its purposes in this state or elsewhere, in compliance with all applicable laws.
9. To exercise any and all powers and privileges which it might now or hereafter be lawful for any corporation to exercise, and to have all rights, powers, privileges and immunities, under and pursuant to Chapter 617 of Florida Statutes, or any other law that now or hereafter may be applicable to the Corporation.
10. To make bylaws for the government and regulations of the Corporation's affairs.
11. To do any and all other acts and things necessary, convenient, or expedient for the furtherance of the purposes for which the Corporation is formed.

Construction and Limitation of the Foregoing Sections


The foregoing sections shall be construed as purposes, objects, and powers. The implementation by the Corporation of its purposes and the exercise of its powers shall be subject to the following restrictions:

(a) It is intended by the provisions of these Amended Articles of Incorporation that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501(c)(7) of the Internal Revenue Code of 1954, as now or hereafter amended ("Section 501(c)(7)"), and all provisions of these Amended Articles of Incorporation shall be construed so as to effect such intention. The Board of Directors, the officers, and the members shall have no power or authority to do any act which would prevent the Corporation from being an organization described in Section 501(c)(7).

- I. **INDEMNIFICATION:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION


These Amended Articles of Incorporation are hereby executed by the incorporator on this 19th day of February, 2013.



James D. Bishop, Sr.

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Mother Phi Foundation, a Florida not for profit corporation.



Coren H. Stern

Date: February 14, 2013