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March 20, 1995

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

Re: FLORIDA DELTA HOUSING ASSOCIATION, INC., a Florida
not-for-profit corporation

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of
Incorporation for the above company. Please file the original in
your offices and certify and return one copy to me.

I am enclosing a check in the amount of \$131.25 as
follows:

\$ 35.00 Filing Fee
35.00 Designation of Registered Agent
52.50 Certified Copy
\$122.50

APR 4 1995 BSB

Very truly yours,

Patricia Thomas
Legal Assistant

/pt
Enclosures

800 000 144 52188
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Articles of Incorporation

of

FLORIDA DELTA HOUSING ASSOCIATION, INC.
A Florida Not-for-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED incorporators hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida; and in furtherance of that purpose recite as follows:

**ARTICLE I.
CORPORATE NAME**

The name of the Corporation is FLORIDA DELTA HOUSING ASSOCIATION, INC.

**ARTICLE II.
PRINCIPAL OFFICE; MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation 6971 S.W. 64th Street, Miami, Florida, 33143

**ARTICLE III.
DURATION**

The term of existence of the Corporation is Perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE IV.
PURPOSES**

A. The Corporation is organized pursuant to the corporations not for profit law of the State of Florida, set forth in Part 1 of Chapter 617 of the Florida Statutes. The purposes for which the Corporation is organized are:

1. To provide and maintain a fraternity lodge at the University of Miami, Miami, Florida Campus, to be used as a meeting place of Florida Delta Chapter of Phi Delta Theta Fraternity, said chapter being a duly constituted and regularly chartered chapter of Phi Delta Theta fraternity, a corporation organized and existing under the laws of the State of Ohio.
2. To promote, encourage and foster the ownership and maintenance of such fraternity lodge.
3. To purchase, acquire, own, hold, use, lease, rent, sublease, sell, exchange, subdivide, maintain,

equip, construct, operate and deal in real property, improved or unimproved, and buildings of any kind or description, in any and all other property of every kind or description, real, personal or mixed, and any interest or right therein, including water and water rights.

4. To receive and hold property of any kind, whether real, personal or mixed, by subscription, gift, bequest, devise or trust.

5. To act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust.

6. To hold and dispose of any kind of property for the purpose of providing members of Florida Delta Chapter of Phi Delta Theta for funds to pursue their college education, or to carry on any proper activity of such chapter.

7. To hypothecate, mortgage, encumber, pledge, lease, deed, transfer in trust or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and including shares of stock, bonds or securities of other corporations, and wherever situated.

8. To enter into, take, perform and carry out contracts, partnerships and joint ventures, of every kind for any lawful purpose and without limit as to amount, with any person, firm or corporation.

9. To carry on any activity whatsoever, either as principal, agent or partner, which this Corporation may deem proper or convenient in connection with any of the foregoing purposes or which may be calculated directly or indirectly to promote the interest of this Corporation.

10. To borrow money and contract debts, and to issue bonds, notes and other evidence of indebtedness, and to secure the same by any or all of the property of this Corporation, or to issue the same unsecured.

B. This Corporation is organized and operated exclusively for pleasure and recreation, and other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member, director, or officer.

C. This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs A through B of this Article.

ARTICLE V. BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of not less than three directors. The number of directors herein provided for may be changed by law duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership.

**ARTICLE VI.
INITIAL DIRECTORS**

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

BRADLEY K. HANAFORDE - 6971 S.W. 64th Street, Miami, Florida, 33143
JAMES ECKHART - 2180 S.W. 12th Avenue, Miami, Florida, 33121
JAMES HARTNET - 6161 Blue Lagoon Drive, #300, Miami, Florida, 33126
ERNEST SWIFT - 6491 S.W. 73rd Street, Miami, Florida, 33143

**ARTICLE VII.
OFFICERS**

Section 1. The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer and such other officers as the By-Laws shall prescribe. All officers shall be elected by a majority vote of the Board of Directors at the Annual Meeting of the Board.

Section 2. Each officer has the authority and shall perform the duties set forth in the by-laws or, to the extent consistent with the by-laws, the duties prescribed by the Board of Directors or by direction of any officer authorized by the by-laws or the Board of Directors to prescribe the duties of other officers.

Section 3. The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

**ARTICLE VIII.
MEMBERSHIP**

Selection of members shall be made by a majority vote of the Board of Directors at any properly called Board meeting from those present or past active members of Phi Delta Theta fraternity. Nominations may be submitted to the Board by any present or past active member of Phi Delta Theta fraternity. Any classes of membership, property, voting or other right and privilege of members, the liability of members for dues or assessments and method of collection thereof, and determination and transfer of membership shall be as set forth in the By-Laws of this Corporation.

**ARTICLE IX.
REGISTERED OFFICE;
REGISTERED AGENT**

The street address of the initial registered office of the Corporation, and the name of its registered agent at that address, are as follows:

REGISTERED OFFICE: 6971, S.W. 64th Street, Miami, Florida, 33143
REGISTERED AGENT: Bradley K. Hanafourde

**ARTICLE X.
INCORPORATOR**

The name and residence address of the incorporators are:

BRADLEY K. HANAFORDE - 6971 S.W. 64th Street, Miami, Florida, 33143
JAMES HARTNET - 6161 Blue Lagoon Drive, #300, Miami, Florida, 33126
ERNEST SWIFT - 6491 S.W. 73rd Street, Miami, Florida, 33143

**ARTICLE XI.
STANDING COMMITTEES**

This Corporation shall have at least two standing committees: The Board of Directors shall elect annually from its members, an executive committee of three persons and an admission committee of three persons. The same person may serve on more than one committee. Other committees may be specified in the By-Laws or may be appointed from time to time by the Board of Directors.

**ARTICLE XII.
INCOME FROM PUBLIC EVENTS**

If this Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers, will be paid over to an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

**ARTICLE XIII.
BY-LAWS**

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, by the members of the Board of Directors in the manner provided there. Any amendments to the By-Laws shall be binding on all members of this Corporation.

**ARTICLE XIV.
NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of Article IV hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 tax under section 501(c)(3) of the Internal Revenue Code of 1986, as

amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE XV. PROHIBITED ACTIVITIES

The activities of the Corporation shall be limited in the following manner:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future federal tax code.
4. The Corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future federal tax code.

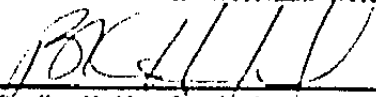
ARTICLE XVI. DISSOLUTION

This Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Corporation's voting members or when the objects for which the Corporation is organized have been fully accomplished. In the event of dissolution, property of the Corporation shall be distributed as follows: To the Florida Delta Chapter of Phi Delta Theta fraternity.


ARTICLE XVII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

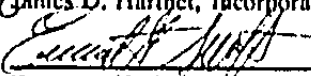
IN WITNESS WHEREOF, I have subscribed my name this 15 day of March, 1995.



Bradley K. Hanafourde, Incorporator



James D. Hartnet, Incorporator



Ernest Swift, Incorporator

This instrument was prepared by

Bradley K. Hanafourde, Esq.
9200 S. Dadeland Blvd.
Suite 500
Miami, FL 33156

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CERTIFICATE OF REGISTERED AGENT

95 MAR 31 PM 1:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above described Corporation, at the place designated in these Articles of Incorporation, I hereby accept the Appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.



Bradley K. Hanafourde

Date

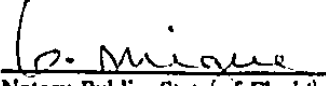
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ACKNOWLEDGEMENT OF REGISTERED AGENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

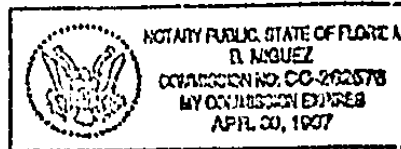
THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, BRADLEY K. HANAFOURDE, who, having produced adequate photographic identification, did execute the foregoing Articles of Incorporation before me and did acknowledge such execution as his free act and deed before me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Florida, this 15 day of January, 1995.
March



Notary Public, State of Florida

My Commission Expires:



Delta.Art