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THE FLORIDA ALPHA OMEGA CHAPTER OF THE ALPHA TAU OMEGA

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Amended & Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**THE FLORIDA ALPHA OMEGA CHAPTER OF THE ALPHA TAU OMEGA
FRATERNITY, INC.**

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Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of THE FLORIDA ALPHA OMEGA CHAPTER OF THE ALPHA TAU OMEGA FRATERNITY, INC. are hereby amended and restated in their entirety to read as follows:

"ARTICLE I

NAME

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

ARTICLE II

PURPOSES

This corporation is organized exclusively for nonprofitable purposes, including without limitation the ownership, maintenance, operation and/or leasing of a fraternity chapter house in the vicinity of the University of Florida in Gainesville, Florida, 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, Director 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, Director 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

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shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

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 meet both of the following requirements: (i) they are alumni members of the Alpha Omega Chapter of the Alpha Tau Omega Fraternity, who are members in good standing of the Alpha Tau Omega Fraternity as shown on the then current records of the Alpha Tau Omega Fraternity, or others selected by such alumni members of the Alpha Omega Chapter who while not initiates of the Alpha Omega Chapter are nevertheless members in good standing of the Alpha Tau Omega Fraternity as shown on the then current records of the Alpha Tau Omega Fraternity, and (ii) they are members of the Alpha Omega Alumni Association and have paid all dues currently due to the Alpha Omega Alumni Association.

ARTICLE V

DIRECTORS

The business affairs and property of this Corporation shall be managed by the Board of Directors, consisting of twenty-seven (27) voting members. All of the Directors must be members of this Corporation, who shall serve until their successors are duly elected by the members of this Corporation as provided in the Bylaws. The terms of the Directors shall be staggered as set forth in the Bylaws. The Directors shall be elected as set forth in the Bylaws.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall exist perpetually.

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ARTICLE VII**OFFICERS**

The affairs of the corporation shall be managed by a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Directors from time to time as set forth in the Bylaws. An officer or Director may hold one or more offices. The Officers shall be elected by the Board of Directors annually in accordance with the provisions of the Bylaws.

ARTICLE VIII**BYLAWS**

The Bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of this corporation, except that Sections 1 and 2 of Article II of the Bylaws can only be amended or repealed, wholly or in part, by a majority vote of the members at a properly noticed meeting of the members of the Corporation.

ARTICLE IX**AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the corporation.

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

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- (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) 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

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DISSOLUTION

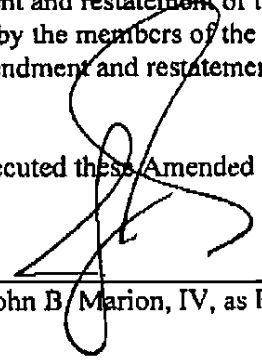
Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the 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 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. 13th Street, Gainesville, Florida 32601, and the mailing address is c/o Registered Agent Eric Wild, 1320 N.W. 3rd Ave., Gainesville, FL 32603. The registered office of the corporation shall be 1320 N.W. 3rd Ave., Gainesville, FL 32603, and the registered agent of the corporation at that office shall be Eric Wild.

The undersigned hereby certifies that this amendment and restatement of the Articles of Incorporation of the corporation does not require approval by the members of the corporation. The Board of Directors of the corporation adopted this amendment and restatement of such Articles of Incorporation on April 18, 2009.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation the 18th day of April, 2009.



John B. Marion, IV, as President

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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 The Alpha Omega Chapter of the Alpha Tau Omega Fraternity House Corporation, Inc.

DATED this 27 day of July, 2009.


Eric Wild