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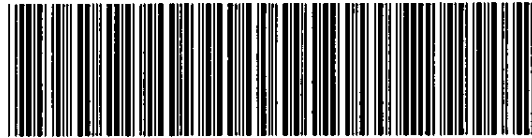
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Amend & Rest.
C. COULLETTE

OCT 21 2009

EXAMINER

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DIVISION OF CORPORATIONS

Holland & Knight, LLP
 Requestor's Name

315 South Calhoun Street, Suite 600
 Address

Tallahassee, FL 32301 425-5686
 City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Rho Chapter of Sigma Sigma Sigma Society House, Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

RHO CHAPTER OF SIGMA SIGMA SIGMA SORORITY HOUSE, INC.

In accordance with the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, **Rho Chapter of Sigma Sigma Sigma Sorority House, Inc.**, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Rho Chapter of Sigma Sigma Sigma Sorority House, Inc. (the "Corporation")

ARTICLE II. ADDRESS
(Amended)

The street address of the principal office of the Corporation is:

833 W. Jefferson Street
Tallahassee, FL 32304

The mailing address of the Corporation is:

225 N. Muhlenberg Street
Woodstock, VA 22664

ARTICLE III. DURATION AND COMMENCEMENT
(Amended)

The Corporation will exist perpetually, commencing on December 16, 1959.

ARTICLE IV. PURPOSES
(Amended)

The purposes for which this Corporation is formed are:

To provide, equip, maintain and manage a chapter quarters for Rho Chapter of Sigma Sigma Sigma Sorority, located at Florida State University, such property to be used as a collegiate home for members of the chapter and as a meeting place to foster social relationships, fraternal spirit, and friendship among both the members of the chapter and the members of the corporation;

To promote the educational and cultural interests of both the members of the chapter and the members of the corporation and to foster good qualities of character in the members of the chapter; and

To engage in any other activity in furtherance of the best interests of (a) Rho Chapter of Sigma Sigma Sigma Sorority, or (b) Sigma Sigma Sigma Sorority, permitted under the laws of the United States and the State of Florida.

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ARTICLE V. CORPORATE POWERS
(Amended)

In pursuit of the purposes for which it was formed, this Corporation shall have the power to acquire real and personal property by gift, devise or bequest, purchase, lease, or otherwise; to sell, convey, exchange, lease, or otherwise dispose of real or personal property owned by it; to borrow money and to give its notes or other obligations therefor, and to secure payment thereof by mortgage, pledge, or other encumbrance of property owned by it or any part thereof; to construct, remodel, repair, or otherwise alter real property owned or to be owned by it; to manage and maintain real and personal property owned or leased by it; to exercise any of the other corporate powers provided in Section 617.0302, Florida Statutes; and to carry on any other activity within the general scope of providing chapter quarters for Rho Chapter of Sigma Sigma Sigma Sorority permitted by the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, 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 set forth in Article IV.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(7) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI. MEMBERSHIP
(Amended)

Each member in good standing of Rho Chapter of Sigma Sigma Sigma Sorority shall also be a member of this Corporation; provided that no person who does not wish to be a member of this Corporation shall be designated as a member of the Corporation. The designation or admission of additional members shall be regulated by the Corporation's Bylaws. Membership in the Corporation shall be divided between two or more classes, as provided in the Corporation's Bylaws. Voting rights shall be granted only to one class of membership, and the directors of the Corporation shall be the only members of that class. The remaining class or classes of membership shall be non-voting and shall consist of all members of the Corporation who are not directors. The other rights and privileges of the members shall be regulated by the Corporation's Bylaws.

This Corporation shall have no capital stock, and no dividends or profits shall be declared to the members thereof.

ARTICLE VII. REGISTERED OFFICE AND AGENT
(Amended)

The Corporation designates 1201 Hays Street, Tallahassee, FL 32301, as the street address of the registered office of the Corporation and names Corporation Service Company as the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. MANAGEMENT
(Amended)

The affairs of this Corporation shall be managed by a Board of Directors. The corporation shall have a minimum of seven directors initially. The number of directors may be increased or diminished from time to time, as provided in the corporation's Bylaws, but shall never be less than five. Except as provided otherwise in the Corporation's Bylaws, at least five of the members of the Board of Directors shall be alumnae members of Sigma Sigma Sigma Sorority. The powers and duties of the Board of Directors, any additional qualifications for serving as a director, the manner of selection of directors, and the terms of office of the directors shall all be specified in the corporation's Bylaws.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The names and addresses of the Corporation's initial directors, who shall serve until their successors are elected and qualify, are:

Mrs. Ina S. Thompson	607 East Park Avenue Tallahassee, FL
Mrs. Alice Chambers	Administration Building, FSU Tallahassee, FL
Mrs. Evelyn R. Johnson	1412 North Adams Avenue Tallahassee, FL
Mrs. Margaret G. Cash	1518 Belleau Wood Drive Tallahassee, FL
Mrs. Etta J. Kendrick	Miccosukee Road Tallahassee, FL
Mrs. Margaret S. Cogswell	Box 184 Tallahassee, FL
Mrs. Ethel C. Berry	1118 Miccosukee Road Tallahassee, FL
Mrs. Marlean J. Sealey	Box 2862, F.S.U Tallahassee, FL
Mrs. Lucy H. Lowe	2334 Jim Lee Road Tallahassee, FL
Miss Nancy Kimbrell	520 Williams Street Tallahassee, FL

ARTICLE X. INCORPORATORS

The names and residences of the incorporators are:

<u>Name</u>	<u>Address</u>
Mrs. Ina S. Thompson	607 East Park Avenue Tallahassee, FL
Mrs. Alice Chambers	Administration Building, FSU Tallahassee, FL
Mrs. Evelyn R. Johnson	1412 North Adams Avenue Tallahassee, FL
Mrs. Margaret G. Cash	1518 Belleau Wood Drive Tallahassee, FL
Mrs. Etta J. Kendrick	Miccosukee Road Tallahassee, FL

ARTICLE XI. RELATIONSHIP WITH SIGMA SIGMA SIGMA, INCORPORATED (Amended)

This corporation is an affiliated and subordinate organization to Sigma Sigma Sigma, Incorporated, a Virginia non-stock corporation, and at all times shall be subject to the supervision, control, and jurisdiction of the Executive Council of Sigma Sigma Sigma Sorority, and be subject to and governed by the constitution, bylaws, regulations, rules of practice and statements of policy of Sigma Sigma Sigma Sorority.

The Executive Council of Sigma Sigma Sigma Sorority shall be empowered to request and enforce the resignation or removal from office of any officer or director of this corporation who does not fulfill properly the requirements of her office or who fails or refuses to comply with these Articles of Incorporation, the Corporation's Bylaws, the National Bylaws of Sigma Sigma Sigma Sorority, or a direction of the Executive Council of Sigma Sigma Sigma Sorority. The filling of vacancies, thus occurring, shall be subject to approval by the Executive Council of Sigma Sigma Sigma Sorority.

ARTICLE XII. ANNUAL MEETING (Amended)

The annual meeting of this Corporation shall be as set forth in the Bylaws of this Corporation.

ARTICLE XII. BYLAWS (Amended)

The Corporation shall adopt Bylaws for the governing of the Corporation and its officers and shall have the power to alter, amend or repeal those Bylaws. The Corporation's Bylaws may not be inconsistent with these Articles of Incorporation, the laws of the State of Florida, or the bylaws, regulations, rules of practice and statements of policy of Sigma Sigma Sigma Sorority.

ARTICLE XIV. DISSOLUTION
(Amended)

This Corporation may be dissolved by an affirmative vote of two-thirds (2/3) of the members of its Board of Directors. This Corporation may also at any time, upon affirmative vote of three-quarters (3/4) of the members of the Executive Council of Sigma Sigma Sigma Sorority, be immediately dissolved. This Corporation shall also be immediately dissolved in the event that the charter of Rho Chapter of Sigma Sigma Sigma Sorority is withdrawn by the Executive Council of Sigma Sigma Sigma Sorority, the Rho Chapter of Sigma Sigma Sigma Sorority surrenders its charter, or the Rho Chapter of Sigma Sigma Sigma Sorority otherwise becomes inactive; provided, however, under such circumstances and in the sole discretion of the Executive Council of Sigma Sigma Sigma Sorority, this Corporation may remain in existence under the control of said Executive Council in order to accomplish the orderly management of its assets during a period that the Rho Chapter of Sigma Sigma Sigma Sorority is inactive. Upon the dissolution of this Corporation, regardless of whether the dissolution is pursuant to either of the preceding two sentences of this Article XIII, all funds or other assets remaining after payment of the outstanding obligations of the Corporation shall immediately be paid to Sigma Sigma Sigma, Incorporated; provided, that such funds and assets shall only be turned over to Sigma Sigma Sigma, Incorporated if, at the time of dissolution of this Corporation, Sigma Sigma Sigma, Incorporated remains exempt from federal income taxation as an organization described in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any prior or future United States Internal Revenue Law. In the event that, at such time, Sigma Sigma Sigma, Incorporated is not so exempt from federal income taxation, such funds and assets shall be turned over to an organization selected by the Executive Council of Sigma Sigma Sigma Sorority that is then exempt from federal income taxation as an organization described either in Section 501(c)(3) or Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future United States Internal Revenue Law.

ARTICLE XV. INDEMNIFICATION
(Amended)

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such

person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE XVI. AMENDMENTS
(Amended)

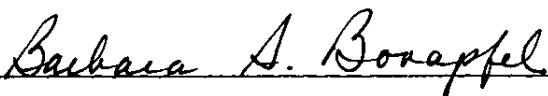
Amendments to these Articles may be made by resolution passed by two-thirds of the Board of Directors; provided, however, no amendments may be made to Articles VI, XI, and XIV and this Article XVI without the express approval in writing of the Executive Council of Sigma Sigma Sigma Sorority.

CERTIFICATE OF ADOPTION

I hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of **Rho Chapter of Sigma Sigma Sigma Sorority House, Inc.**, a not-for-profit corporation, were duly approved and adopted by the Board of Directors of said corporation, all as required by law, on the 7th day of October, 2009. There are no members of the Corporation who are entitled to vote on the amendments.

IN WITNESS WHEREOF, this document has been executed by its duly authorized officer, this 16th day of October, 2009.

**RHO CHAPTER OF SIGMA SIGMA SIGMA SORORITY
HOUSE, INC.**



President