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#012 P.001/003

Florida Department of State
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TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PI KAPPA PHI PROPERTIES, INC.**

Certificate of Status	0
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**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PI KAPPA PHI PROPERTIES, INC.**

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2018 MAY 03 AM 9:36

Pi Kappa Phi Properties, Inc., an existing Florida nonprofit corporation (the "Corporation"), was originally incorporated under its present name by the filing of its articles of incorporation (the "Original Articles") on February 4, 1966 by the Department of State of the State of Florida. These Fourth Amended and Restated Articles of incorporation were duly adopted on June 27, 2017 by resolution of the board of directors of the Corporation (the "Resolution").

THESE FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
DO NOT CONTAIN ANY AMENDMENTS REQUIRING MEMBER APPROVAL.

ARTICLE ONE

The name of the Corporation is "Pi Kappa Phi Properties, Inc."

ARTICLE TWO

The address of the principal office of the Corporation is 2015 Ayrsley Town Boulevard, #200, Charlotte, North Carolina 28273 and the mailing address of the Corporation is Post Office Box 240526, Charlotte, North Carolina 28224.

ARTICLE THREE

The purposes for which the Corporation is organized are to promote the pleasure and recreation of its membership. The membership of the Corporation shall be composed of each of those persons who are members of the subordinate chapters of Pi Kappa Phi Fraternity, Inc., a South Carolina corporation and national college fraternal organization (the "Fraternity"), recognized by colleges where the Corporation provides social activities and services. The members shall have no voting rights.

In connection with such purposes, the Corporation shall conduct certain social activities and services for its membership, including, but not limited to, the sponsorship of recreational events, membership recruitment functions, and life and health safety education programs.

The Corporation shall have such other powers as may be held by nonprofit corporations pursuant to the laws of the State of Florida, provided that substantially all the Corporation's activities shall be for pleasure, recreation and other non-profitable purposes, that the Corporation shall not discriminate against any person on the basis of race, color or religion, and that no activities of the Corporation shall be inconsistent with section 501(c)(7) of the Internal Revenue Code of 1986, as thereafter amended or recompiled, or regulations issued thereunder.

ARTICLE FOUR

The number of directors constituting the board of directors shall be at least seven and not more than fifteen as may be fixed or changed from time to time, within the minimum and maximum, by the governing body of the Fraternity. Each director shall be elected by the governing body of the Fraternity for a three-year term and until his successor is elected and qualifies, which election shall be effective upon written notification thereof by the Fraternity to the Corporation. The board of directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as may be. Accordingly, approximately one-third of the directors' terms of office shall expire each year. A vacancy created by reason of any event other than the expiration of a director's term may likewise be filled by the governing board of the Fraternity for the period remaining in such term. In the event that the Fraternity shall cease to exist or its governing body shall fail or refuse to elect directors of the Corporation as herein set forth, which failure or refusal shall be deemed to exist if notification of election shall not be given within six months from the date of the expiration of any director's term or one year from notification to the Fraternity of the existence of a vacancy created by reason of any event other than expiration, then any such directorship shall be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. Each director shall be eligible to serve on the board of directors for three full consecutive three-year terms. Thereafter such director must cease to serve for a least one year before being eligible for election to the board of directors of the Corporation. Any person who is elected to replace a director whose term has expired shall be elected to serve a three-year term. Any person elected to replace a director who dies, resigns or is removed prior to the expiration of his term shall serve for the remainder of such director's unexpired term and also shall be eligible to serve three additional consecutive three-year terms. Directors need not be residents of the State of Florida.

ARTICLE FIVE

The street address of the present registered office of the Corporation is Cogency Global Inc., 115 North Calhoun St., Suite 4, Tallahassee, Florida 32301.

ARTICLE SEVEN

These articles of incorporation may be amended by act of the board of directors of the Corporation.

By:



Anthony M. Noce
Its Chairman