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Litvak Beasley & Wilson, LLP  
Rebecca C. Yates  
226 E. Government Street  
Pensacola, FL 32502

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TBrown 12-14-11

# LITVAK BEASLEY & WILSON, LLP

ATTORNEYS AT LAW

KRAMER A. LITVAK \*†  
ROBERT O. BEASLEY  
PAUL A. WILSON†

226 East Government Street  
Post Office Box 13503  
Pensacola, Florida 32591-3503  
TELEPHONE (850) 432-9818  
FACSIMILE (850) 438-6654

PENNY HENDRIX  
PHILLIP A. PUGH †§

†ALSO ADMITTED IN ALABAMA  
‡LL.M. IN TAXATION  
\*BOARD CERTIFIED TAX ATTORNEY

December 8, 2011

Division of Corporations  
2661 W. Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301

RE: Corrected Amended and Restated Articles of Incorporation for Florida Sigma  
Chapter of Sigma Alpha Epsilon Housing Corporation

To Whom It May Concern:

Please find enclosed your letter dated December 1, 2011 along with the Corrected Amended and Restated Articles of Incorporation of Florida Sigma Chapter of Sigma Alpha Epsilon Housing Corporation. Their original Document Number is 726363.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Heidi T. Gibson  
Paralegal to Kramer A. Litvak

/htg

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 1, 2011

LITVAK BEASLEY & WILSON, LLP  
REBECCA C YATES  
226 E GOVERNMENT ST  
PENSACOLA, FL 32502

SUBJECT: FLORIDA SIGMA CHAPTER OF SIGMA ALPHA EPSILON  
HOUSING CORPORATION  
Ref. Number: 726363

We have received your document for FLORIDA SIGMA CHAPTER OF SIGMA ALPHA EPSILON HOUSING CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 611A00026964

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FLORIDA SIGMA CHAPTER OF  
SIGMA ALPHA EPSILON HOUSING CORPORATION**

**FILED**  
2011 DEC 13 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1001 and 607.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I  
NAME AND PRINCIPAL ADDRESS**

**1.1** The name of the corporation will be: Florida Sigma Chapter of Sigma Alpha Epsilon Housing Corporation ("Corporation").

**1.2** The principal address of the corporation is 9601 Brewster Street, Pensacola, Florida, 32514.

**ARTICLE II  
PERIOD OF DURATION**

**2.1** The period of duration of this Corporation is perpetual.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

**3.1** The registered office of the Corporation is 226 East Government Street, Pensacola, Florida, 32502, and the name of its registered agent at such address is Kramer A. Litvak, P.A., a Florida corporation.

**ARTICLE IV  
PURPOSE & POWERS**

**4.1** This Corporation is organized, and will be operated, exclusively for holding title to property within the meaning of Section 501(c)(2) of the Internal Revenue Code.

**4.2** This corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, including, but not limited to the power to acquire by gift, purchase, or otherwise, property, real or personal, or mixed, and to use and dispose of same by sale, lease, or otherwise. Among the powers that the corporation shall have are the following:

A. To acquire and hold such real estate and personal property as may be requisite or convenient for its use and purposes, and to sell and mortgage the same; also to acquire and hold all other real estate which shall have been bona fide conveyed to it by way of security, or in satisfaction of debts, or purchased at sales upon judgment or decree

obtained for such debts; and also the power to take and hold real estate and personal property by gift, devise, or bequest.

B. To create funds for benevolent and charitable aid to students at The University of West Florida who are members of the Sigma Alpha Epsilon Fraternity.

C. To receive, hold, and administer trust funds and endowments for the uses and purposes of the corporation.

D. To borrow money and issue notes and execute mortgages to secure the same.

E. To make such by-laws as to its membership, perpetuation and government as it shall deem proper.

F. To further advance the religious, moral and literary education of the membership of Florida Sigma Chapter of Sigma Alpha Epsilon.

G. To appoint, employ or retain such officers and/or agents as the proper exercise of its powers may require, and to allow them suitable compensation.

This corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under Section 501 of the I.R.C.

## **ARTICLE V DISTRIBUTION OF EARNINGS, POLITICAL ACTIVITY AND OTHER ACTIVITIES**

**5.1** No part of the net earnings of the Corporation shall inure to the benefit of, or to 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 set forth in Article IV hereof.

**5.2** 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), and political campaign on behalf of any candidate for public office.

**5.3** Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

## **ARTICLE VI DISSOLUTION**

**6.1** A voluntary transfer for value of all, or substantially all, of the assets of this Corporation, if the Corporation is not insolvent, must be approved in the manner required herein for dissolution.

**6.2** Should this Corporation, for any reason whatsoever, dissolve or have its corporate rights, authority, and powers revoked, then title to all assets of the Corporation shall pass to and vest in ΣAE, a corporation operating pursuant to and under Section 501(c)(7) of the I.R.C., to be administered by the directors of ΣAE for the benefit of the Local Chapter or any successor chartered within seven (7) years after termination of the existing charter. If no such successor is chartered, then such assets shall become part of the general unencumbered assets of ΣAE.

**6.3** If, at the time property is to be transferred to ΣAE, such fraternity is either no longer in existence or is no longer an exempt organization under the Internal Revenue Code, the following shall govern:

(a) The property shall be held in trust for a period of not more than seven (7) years by a trustee appointed by the Court for the County in which the principal office of the Corporation is then located for the benefit of the Local Chapter which may exist or be established or re-established during that time and which chapter shall qualify as exempt organization under the Internal Revenue Code.

(b) At the end of that seven (7) year period, if no such Local Chapter has been established or re-established, the property shall be disposed of by said trustee under the direction of said Court to the benefit of such organization or organizations as are organized and operated for such purposes as would qualify the same under I.R.C., Sec. 501(c).

## **ARTICLE VII MEMBERS**

**7.1** Any alumnus of the Florida Sigma Chapter of Sigma Alpha Epsilon who left the same in good standing and is currently in good standing with the Sigma Alpha Epsilon National Fraternity shall be a Member of this Corporation.

## **ARTICLE VIII DIRECTOR QUALIFICATIONS**

**8.1** Business affairs of this Corporation shall be managed by a Board of seven (7) Directors who shall be elected by the Members at the annual meeting.

**8.2** No less than four of the seven Directors shall be Members who left active status in the Local Chapter in good standing more than 4 years previous to election.

**8.3** Whenever the Local Chapter has elected a President ('Eminent Archon') and so long as that person holds the office of Eminent Archon of the Local Chapter, that person shall serve as one of the seven Directors in an ex-officio capacity, but may not be an Officer.

**8.4** The Officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer, and such other Officers as may be provided for in the By-Laws of this Corporation. Each Officer of this Corporation must be a Director and shall be elected by the Board of Directors.

## **ARTICLE IX POWERS AND DUTIES**

**9.1** The Treasurer shall issue an annual report within sixty (60) days of the close of the fiscal year.

**9.2** The Treasurer shall deposit, in the name and to the credit of the Corporation, in a bank or banking institution selected by the directors, all funds and monies and other valuable effects of the corporation; such deposits shall be made without delay and shall be made so that they cannot be removed except on order signed by the Treasurer and counter-signed by some other officer or director as provided in the By-Laws.

**9.3** An auditing committee shall be appointed at each Annual Meeting of the Members to audit the books and accounts. This committee may be a professional CPA firm and need not be made up of members.

**9.4** A minimum quorum for any meeting of the Members shall be seven (7) or a majority of the members in good standing as defined in the Bylaws, whichever is less.

**9.5** Any Director absent from a meeting of the Board or any committee thereof may be represented by any other Director or Member, who may cast the vote according to the written instructions, general or specific, of the absent Director. The ex-officio Director (Local Chapter President), when absent from a meeting of the Board or any committee thereof, may be represented by any other active member in good standing of the Local Chapter, who may cast the vote according to the written instructions, general or specific, of the absent ex-officio Director.

**9.6** Any matters not specifically provided for herein shall be governed by the following, in the order listed:

- (a) The By-Laws of the Corporation.
- (b) Chapter 617 of the Florida Statutes, the "Florida Not For Profit Corporation Act.
- (c) The latest revised edition of Robert's Rules of Order.

## **ARTICLE X DEFINITIONS**

**10.1** Unless otherwise stated, the following definitions apply to the words and phrases used in these Articles and By-Laws of this Corporation:

(a) ΣAE: Sigma Alpha Epsilon Fraternity, whose Fraternity Office is located at 1856 Sheridan Road, Evanston, IL 60208.

(b) Local Chapter: That chapter of ΣAE located at the University of West Florida, in the County of Escambia, State of Florida, or its successor.

(c) Member(s): A Member of this Corporation.

(d) Director(s): A Director of this Corporation.

(e) Board: All of the Directors of this Corporation.

(f) I.R.C.: the Internal Revenue Code of 1986, as amended.

## **ARTICLE XI BY-LAWS**

**11.1** The Board of Directors of this Corporation may provide such By-Laws for the conduct of business by the Corporation and the carrying out of its purposes as the Board may deem necessary from time to time.

**11.2** The By-Laws of this Corporation may be amended by a two-thirds vote of those members of the Board of Directors present at any meeting of the Board of Directors called for that purpose, provided that the proposed amendment shall have been included in the notice of such meeting.

## **ARTICLE XII AMENDMENTS**

**12.1** These Articles of Incorporation may be amended by a two-thirds vote of those present at a special meeting of the Members called for that purpose or at a regular meeting of the Members. Reasonable notice of any such meeting for amendment of these Articles of Incorporation shall be given to the Members at their mailing address or email address last known by ΣAE and the notice shall state the purpose.

## **ARTICLE XIII INDEMNIFICATION**

**13.1** If an officer or director of the Corporation is hereafter made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the Corporation) by reason of the fact that he is or was a director, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and done in good faith, and, with respect to any criminal action or



proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order levy, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

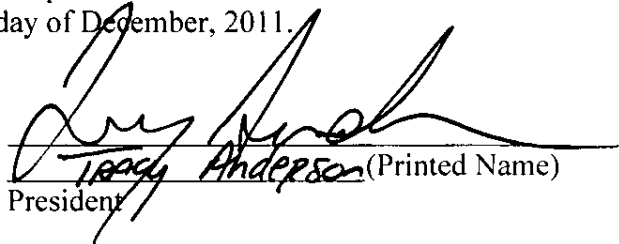
This indemnity shall continue as to an officer or director who has ceased to be a director and shall inure to the benefit of the heirs, executors, and administrators of such officer or director.

The Corporation shall, not later than the next annual meeting of the members [unless such meeting is held within three (3) months from the date of such payment]; and, in any event, within fifteen (15) months from the date of such payment, then by first class mail to its members of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of litigation or threatened litigation, if made pursuant to this indemnity provision.

The date of adoption of this Amended and Restated Articles of Incorporation was November 16, 2011.

This Amended and Restated Articles of Incorporation contains an amendment to the articles requiring member approval. The number of votes cast by the members for this Amended and Restated Articles of Incorporation was sufficient for approval. The corporation does not have voting groups.

In witness, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation on the 6th day of December, 2011.

  
\_\_\_\_\_  
Tracy Anderson (Printed Name)  
President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, Kramer A. Litvak, P.A., a Florida corporation is familiar with and hereby accepts the appointment as Registered Agent for FLORIDA SIGMA CHAPTER OF SIGMA ALPHA EPSILON HOUSING CORPORATION, as set forth in the Amended and Restated Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 6<sup>th</sup> day of December, 2011.

Kramer A. Litvak, P.A.

By:   
Its: President