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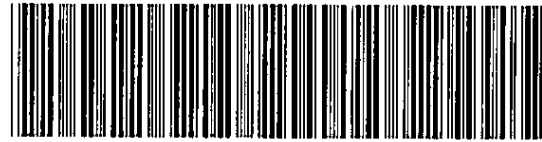
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STATE OF FLORIDA
TALLAHASSEE, FL

C. BRUMBLEY
NOV 18 2021

COVER LETTER

TO: Amendment Section
Division of Corporations

GAMMA THETA OMEGA, INCORPORATED

NAME OF CORPORATION: _____

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gerrard L. Grant, Esq.

(Name of Contact Person)

Waugh Grant PLLC

(Firm/ Company)

201 E. Pine Street, Suite 315

(Address)

Orlando, Florida 32801

(City/ State and Zip Code)

ggrant@waughgrant.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gerrard L. Grant

321

800-6008

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certificate of States
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GAMMA THETA OMEGA, INCORPORATED,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, being all of the Directors of GAMMA THETA OMEGA, INCORPORATED, a Florida Not For Profit Corporation (the "Corporation"), hereby execute and adopt the following Amended and Restated Articles of Incorporation which was unanimously approved by the Board of Directors on October 3, 2021, and replaces in its entirety the Corporation's original Articles of Incorporation effective October 10, 1979, filed with the Florida Secretary of State (the "Original Articles") pursuant to Fla. Stat. 617.0601(3) of the Florida Not For Profit Corporation Act and Article IX of the Original Articles.

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be GAMMA THETA OMEGA, INCORPORATED. The principal office of the Corporation is located at 19906 Wyndmill Circle, Odessa, Florida 33556. and the mailing address of the Corporation is P.O. Box 172746, Tampa, Florida 33672.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

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JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
TAMPA

ARTICLE III

CORPORATE PURPOSES

1. The Corporation shall be a not-for-profit organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be:

(a) to encourage, solicit, receive, and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement and encouragement of high scholastic and ethical standards;

(b) to promote unity and friendship among all people, to provide educational resources to young women in the county of Hillsborough, Florida and other surrounding counties;

(c) to improve the social stature in communities and maintain a progressive interest in higher education;

(d) to work with public and private local, state and national agencies, organizations, and institutions in extending services offered by said organizations;

(e) to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received;

(f) to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and,

(g) to exercise any, and all powers which a not-for-profit corporation organized under the laws of Florida for the foregoing purposes can be authorized to exercise.

2. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3), and to which deductible contributions may be made under Sections 170, 2055, or 2522, as applicable.
3. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person.
4. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise.
5. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.
6. During any period that the Corporation may be found to be a private foundation, as defined by Section 509(a), the Corporation shall:
 - (a) distribute its income for the taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a);
 - (b) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
 - (c) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
 - (d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
 - (e) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

7. Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), including any corresponding provisions of any subsequently enacted federal tax laws would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The Corporation shall have non-voting members. The qualifications and rights of the members and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation. Only active members of the Gamma Theta Omega Chapter of Alpha Kappa Alpha Sorority, Incorporated (the "Organization"), may hold membership within the Corporation and shall be a woman of high ethical and moral standards who has earned a baccalaureate degree from an accredited two-, three, or four-year college or university, and who has some definite contribution to make to the Organization or who has become a member of an undergraduate chapter of the

Organization and following graduation has become a member of an alumna chapter of the Organization by transfer, or who has become a member of an alumna chapter of the Organization and maintains an active membership.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by, or under the authority of, the Corporation, shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than five (5) and no more than seventeen (17) Directors. The manner and method of election of the Board of Directors shall be stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The Board of Directors of the Corporation shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
ELAINE HAYES BRYANT	9749 Troncais Circle Thonotosassa, Florida 33592
CARLA WHITE	3713 East Shadowlawn Avenue Tampa, Florida 33610
TANGELA D. DUPREE	4352 Tremblay Way Palm Harbor, Florida 34685
JESSICA HOLMES	19101 Climbing Aster Drive Tampa, Florida 33647

CHRISTINE GLOVER

17610 Espirit Drive
Tampa, Florida 33647

TRACY HOLT

P.O. Box 290774
Tampa, Florida 33687

JEROLINE A. HORNE

19906 Wyndmill Circle
Odessa, Florida 33556

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE IX

DISSOLUTION

Upon dissolution, all of the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be disposed of and used exclusively for the purposes set forth in Article III above or to such organization or organizations operated exclusively for charitable, scientific, literary, or educational purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. None of the assets shall be distributed to any officer, director,

or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 19906 Wyndmill Circle, Odessa, Florida 33556 and the name of the Registered Agent at such address is JEROLINE A. HORNE.

*[Remainder of Page Intentionally Left Blank.
Signature Page to Follow.]*

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Incorporation of **GAMMA THETA OMEGA, INCORPORATED**, on this 3rd day of October, 2021.

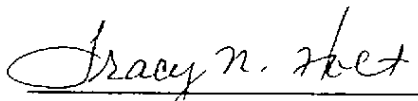

ELAINE HAYES BRYANT

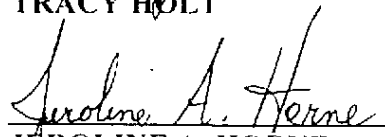

CARLA WHITE


TANGELA D. DUPREE


JESSICA HOLMES


CHRISTINE GLOVER


TRACY HOLT


JEROLINE A. HORNE