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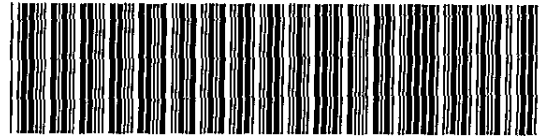
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**A. J. MUSIAL, JR., P.A.**  
**ATTORNEY AT LAW**

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1211 West Fletcher Avenue  
Tampa, Florida 33612-3363

(813) 265-4051  
Fax (813) 265-3110

August 12, 2003

Secretary of State  
DIVISION OF CORPORATIONS  
The Capitol  
Tallahassee, FL 32399-0250

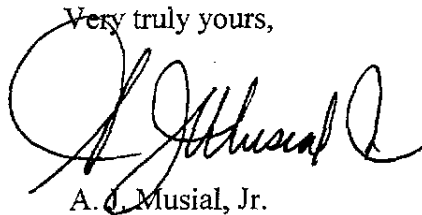
RE: TKE ALUMNI ASSOCIATION OF TAMPA BAY, INC.

To Whom It May Concern:

Enclosed herewith, please find the Articles of Incorporation for the above-referenced corporation along with my check in the amount of \$70.00 which includes \$35.00 for the filing fee for the Articles of Incorporation and \$35.00 for Designation of Registered Agent.

Your assistance in this matter is appreciated. I shall await your response.

Very truly yours,

A handwritten signature in black ink, appearing to read "A. J. Musial, Jr.", written over a horizontal line.

A. J. Musial, Jr.

AJM/ct  
Enclosures  
corp the secretary of state letter

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**ARTICLES OF INCORPORATION FOR  
TKE ALUMNI ASSOCIATION OF TAMPA BAY, INC.  
A NOT-FOR-PROFIT FRATERNAL ORGANIZATION**

**ARTICLE I: - NAME, PURPOSE, LOCATION AND TERM.**

Section 1 - The name of this corporation association shall be: TKE ALUMNI ASSOCIATION OF TAMPA BAY, INC. and its term shall be perpetual.

Section 2 - The object of this association shall be: To uphold the general welfare, campus prestige, and the scholastic personnel and educational interests of Tau Kappa Epsilon - Lambda Alpha Chapter located at the University of South Florida, USF and, to provide an organization through which alumni members of the any chapter may continue and improve their contacts with each other and with the undergraduate brothers of Lambda Alpha .

Section 3 - The home office of the association shall be located at 1211 West Fletcher Avenue, Tampa, Florida 33612-3363.

**ARTICLE II: - MEMBERSHIP, MEMBERS' MEETING, VOTING**

Section 1 - Every initiated member in good standing of Tau Kappa Epsilon, upon becoming eligible for alumni status, shall be eligible to become a member of this association, and his membership shall continue until his death, unless he is formally expelled or suspended.

Section 2 - There shall be called at least one meeting of all members of this association each year at Tampa, Florida , at a time set by vote of the Board of Directors of this association. Notice of the time and place of this meeting shall be furnished to all members by mail or email, the notice being mailed or sent at least thirty days before the date set for the meeting. Other meetings of the members may be called at any time, at any place within 100 miles of Tampa, Florida , by a majority vote of the Board of Directors, or by the president of the association, provided members are given fifteen days notice of the time and place of the meeting. Those members in attendance at such a duly called meeting, unless unusually inclement weather prevails, shall constitute a quorum for the transaction of business.

Section 3 - Between annual and special meetings of the members of this

association, legislation may be conducted by mail or email, when so voted by 2/3 of the Board of Directors. In such cases, the proposed legislation must be fully described on the ballot which is mailed or emailed to all members whose addresses are known. In the case of mail legislation, the vote of the majority of the ballots returned to the association secretary within thirty days after the mailing shall decide the outcome of the balloting.

### **ARTICLE III:**

#### **- BOARD OF DIRECTORS, HOW ELECTED, POWERS**

##### **Section 1**

- All activities of the association shall be guided by, and its ordinary powers vested in a Board of Directors, which shall consist of at least 6 and no more than 36 members of this association. The Board of Directors shall have the power to regulate its own size within these limits, except the number shall always be divisible by three, and no reduction in size shall have the effect of shortening the term of any duly elected director.

##### **Section 2**

- Terms of the elected Directors shall be staggered so that one-third of the directors shall be eligible for re-election or replacement each year. Elections shall normally be for a three-year term as Directors.

##### **Section 3**

- Directors may be elected only by a ballot submitted to all members of the association annually, not more than ninety nor less than thirty days before the date of the annual meeting. Each member of the association shall have one vote for each Director to be elected, and the candidates who receive the majority of votes on the ballots returned to the association secretary within thirty days after mailing shall be declared elected and take office at the close of the annual meeting. Balloting may be made by email subject to verification of the ballots by the association secretary.

##### **Section 4**

- Candidates for election to the Board of Directors shall be selected by an appointed nominating committee before each election, and their names shall be printed on the ballot mailed or emailed to members. Additional nominees may be named on the ballot on the signed petition to the association secretary of at least fifteen members. The ballot must also provide spaces for writing in the names of at least three other un-named members. The nominating committee will strive for a Board of Directors which is as representative of all the members terms of age groups and geographical location of residence as it considers feasible.

- Section 5                    -       Vacancies on the Board of Directors between election dates shall be filled for the unexpired terms by appointment of the majority of the Board of Directors.
- Section 6                    -       The undergraduate president of TKE ALUMNI ASSOCIATION OF TAMPA BAY, INC. will serve as an ex-officio member of the Board of Directors but he shall not be entitled to vote.
- Section 7                    -       The Board of Directors shall meet at least twice each year, and as many additional times as is deemed necessary by a majority of the Board of Directors or by the president of the association. The place shall be in Tampa and the time shall be convenient to most directors. Announcements of meetings must be mailed or emailed to all directors by the secretary at least two weeks in advance, unless meetings are called by a unanimous waiver of notice. Any director who is absent from more than half of the Board meetings during his term shall not be eligible for re-election.
- Section 8                    -       The necessary quorum for transaction of business of any meeting of the Board of directors shall be one-third of the Directors. If unable to attend a meeting, directors may vote on any previously announced matter by mail, email or may be represented at the meeting by proxy, provided the ballot or proxy is delivered in writing to the association secretary before the meeting is opened.
- Section 9                    -       Business of the association will be completely transacted by the Board of Directors who shall have power to act on behalf of the association in all matters.
- ARTICLE IV:**                    -       **OFFICERS**
- Section 1                    -       Officers of the association shall be elected by the Board of Directors for their own number, at a meeting to be held within 24 hours after the annual meeting of members.
- Section 2                    -       The officers shall be the President, Vice-President, the Secretary, and the Treasurer, and any additional officers deemed necessary by the Board of Directors. No member may hold more than one office at one time. Vacancies in the offices occurring between meetings of the Board may be filled by appointment of the President. Officers will be elected for one year, or until their successors are elected.
- Section 3                    -       The duties and powers of the offices shall be:

- (a) The President shall be the executive officer of the association and shall preside at all meetings of members and of the Board of Directors. It shall be his duty to advise the other directors and officers of their duties and to keep informed of their performance, to appoint and supervise the functions of all committees and, in general, to direct all functions of the association. Each year he shall welcome the new class of graduating seniors in the association, and each year he shall address the undergraduate members and the associate member class on the organization and function\ of the association. He shall prepare an annual report of the association's activities for presentation at the annual meeting and distribution to the entire membership by mail or email; as funds will allow.
- (b) The Vice-President shall assume the powers and duties of the President in the latter's absence or inability to serve.
- (c) The Secretary shall keep proper written minutes of all meetings of the members and of the Board of Directors in a permanent record book, and shall distribute copies of all minutes to all directors and other key personnel, within ten days after meetings. He shall be responsible for the mailing of all notices and ballots, and shall furnish a formal written report of the results of all balloting. He shall be responsible for the preservation of all records of the association, and for the maintenance of an up-to-date mailing list of all members. He shall work with the Alumni Activities Committee to see that all members are informed of the activities and plans of the Board of Directors.
- (d) The Treasurer shall receive and disburse all funds of the association and sign checks in the name of and on behalf of the association. He shall keep complete records of the financial condition of the association and render an annual written report for presentation at the annual meeting and distribution to the entire membership by mail.

## ARTICLE V:

## COMMITTEES

### Section 1

- All directors who are not officers shall be assigned by the president to one of the following standing committees:

- (a) Alumni Relations Committee, which shall be responsible for all contacts with the general alumni membership by the undergraduates and by the alumni organization, in conjunction with the secretary, including maintenance of alumni records, the issuance of a regular and frequent alumni newsletter, the conduct of reunions including the annual meeting, the publication of membership directories, keeping the alumni informed of the activities and plans of the Board of Directors, solicitation of annual dues and other financial support from the general membership, solicitation of alumni recommendations and other alumni aid in rushing, and other similar projects. This committee shall work with the Histor, Alumni Coordinator, and other appropriate undergraduate officers.
- (b) Alumni Advisory Committee, which shall be responsible for all undergraduate activities except those under the jurisdiction of the above-mentioned committees, including undergraduate finances, scholarship, rushing, and other fields of activity in which alumni counsel and assistance is mutually desirable or necessary to safeguard the existence and reputation of TKE ALUMNI ASSOCIATION OF TAMPA BAY, INC.

- Section 2 - The president shall appoint such additional committees as are needed from time to time, subject to the direction and approval of the Board of Directors.
- Section 3 - The officers and the chairmen of the above-named standing committees shall constitute the executive committee, which shall have such powers as are delegated to it by the Board of Directors, and shall meet on call of the president or on petition of any three members of said committee.
- ARTICLE VI:** - **FINANCE**
- Section 1 - Membership dues, in an amount set by the Board of Directors will be solicited under the supervision of the alumni relations committee, but such dues will be voluntary and non-payment will have no effect on membership status.
- Section 2 - Funds obtained from such dues solicitation may be used to finance any and all projects to increase alumni interest, participation, and support. Funds available to the undergraduate and alumni

organizations from other sources may be used in the development of alumni interest, participation and support if alumni dues receipts are not sufficient to meet expenses in this area.

Section 3 - Additional appeals for funds may be authorized from time to time by the Board of Directors, provided such appeals are voluntary and non-contributing members suffer no loss of membership status.

**ARTICLE VII: - BY-LAWS AND AMENDMENTS**

Section 1 - Subject to the approval of the membership of this organization, the Board of Directors may enact such by-laws as are not in conflict with the above articles.

Section 2 - Changes in this constitution shall require the approval of 2/3 of the members of this organization at an annual meeting or a duly noticed meeting of the membership.

**ARTICLE VIII: - INITIAL DIRECTORS**

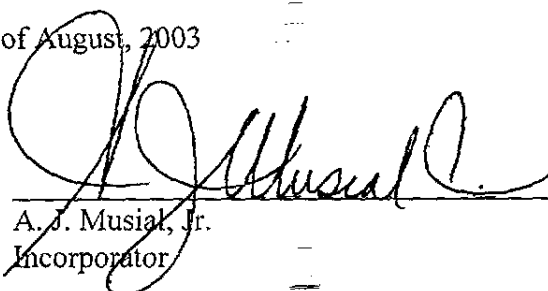
Section 1 - The initial directors shall be A. J. Musial, Jr., Joseph Stanton, Michael Sutton, Ed Robinson, John Evon, Michael DiPaolo.

**ARTICLE IX: - REGISTERED AGENT**

Section 1 - The name and address of the registered agent is A. J. Musial, Jr. 1211 W. Fletcher Avenue, Tampa, Florida 33612-3363.

**INCORPORATOR** - The name and address of the incorporator is A. J. Musial, Jr., 1211 W. Fletcher Avenue, Tampa, Florida 33612-3363.

Executed this 11<sup>th</sup> day of August, 2003

  
\_\_\_\_\_  
A. J. Musial, Jr.  
Incorporator

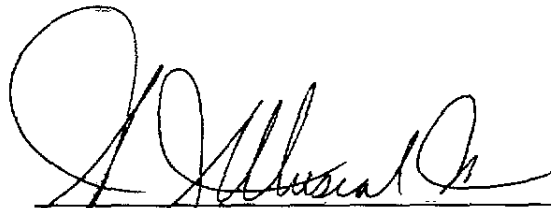


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS §607.0501 OR  
FS §617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED  
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **TKE ALUMNI ASSOCIATION OF TAMPA BAY, INC.**
2. The name and address of the registered agent and office is **A. J. MUSIAL, JR., 1211 WEST FLETCHER AVENUE, TAMPA, FLORIDA 33612-3363.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



A. J. Musial, Jr.  
Registered Agent

Aug. 11, 2003

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