

NQ5000010443

Karen Barrington

(Requestor's Name)

3332 Newton Abbott Dr.

(Address)

(Address)

Tallahassee, FL 32317

(City/State/Zip/Phone #)

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**ARTICLES OF THE  
THETA ETA HOUSING CORPORATION OF  
KAPPA ALPHA PSI FRATERNITY, INC.**

**Article I: Name**

**Section 1.** The name of the Corporation shall be Theta Eta Housing Corporation of Kappa Alpha Psi Fraternity, Inc., hereinafter "Corporation."

**Article II: General and Specific Purpose**

**Section 2.** The purposes for which the Corporation is to be formed are: to provide and maintain a residence for the benefit of undergraduate members of the Theta Eta Chapter of Kappa Alpha Psi Fraternity, Inc. in which they may reside, fellowship, and hold meetings; to help coordinate and assist Theta Eta in planning chapter alumni activities and communication; to stimulate interest in chapter affairs among both undergraduate and alumni members of Theta Eta, as well as other Kappa Alpha Psi alumni who may be interested in supporting the objectives of this Corporation.

**Article III: Members**

**Section 1. Qualifications.** Membership in the Corporation shall be limited to the incorporators, and to initiates and former financial members of the Theta Eta Chapter of the Kappa Alpha Psi Fraternity at Florida State University.

**Section 2. Classification.** There shall be two classes of members, General Members and Voting Members. General Membership shall consist of all initiates and alumni of Theta Eta. Voting Membership shall be limited to the incorporators and to all alumni of the Fraternity, from any chapter, who have paid a membership fee of, or made contributions totaling, \$100.00 annually to the Theta Eta Alumni Association. Voting Members shall be granted Lifetime Member status upon the Alumni Association receiving membership fees, or contributions, totaling at least \$1000.00.

**Section 3. Duration.** Voting Membership shall cease upon failure of the member to make a contribution, or membership fee payment, of at least \$100.00 to the Association within each fiscal year of the Association. Lifetime Membership and General Membership shall be for a lifetime.

**Section 4. Voting Privileges.** Each voting member of the Corporation shall have one vote and shall have the power to cast it upon any and all occasions that require a vote of the membership to be taken.

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**Section 5. Voting by Proxy.** If a voting member is going to be absent from a meeting of the corporation, upon receiving his written notice of that meeting, it shall be his responsibility to make contact with the Secretary to obtain the needed information which will enable him to make an informed decision. His written proxy must be delivered to the Secretary at least 48 hours prior to the scheduled meeting.

**Section 6. Non-Liability for Debts.** No member shall be liable or responsible for any debts or liabilities of the Corporation. The private property of the members shall be exempt from the execution or liability for any debt of the Corporation.

#### **Article IV: Board of Trustees: Composition, Powers, Duties, Election, etc.**

**Section 1. Membership.** The Board of Trustees shall consist of ten voting members of the corporation. The President, Vice President, Secretary, and Treasurer shall be voting board members. The Polemarch and Advisor of the Theta Eta Chapter shall be voting board members. All other board members shall be the trustees and shall also be voting members of the board.

**Section 2. Tenure of Office.** A Trustees's term of office shall be two (2) years.

**Section 3. Election.** With exception of the Chapter Polemarch and Advisor, upon the completion of a Trustee's term, he shall be re-elected or his successor shall be elected by a majority vote of the corporations' membership present at their annual meeting.

**Section 4. Vacancies.** A vacancy occurring in the Board shall be filled by an affirmative vote of the majority of the remaining Board members for the unexpired portion of the term.

**Section 5. Compensation.** Board members shall not receive any salary or payment for their services.

**Section 6. General Powers.** The business and affairs of the Corporation shall be managed by the Board of Trustees at any regular or special meeting. The Board of Trustees shall have, in addition to such powers as are hereinafter expressly conferred upon it, all of the powers of the Corporation except such as are by law, the Certificate of Incorporation or these By-Laws conferred upon or reserved to the members.

**Section 7. Special Powers.** The special powers of the Board shall be:

(a) To take and hold by purchase, lease, bequest, devise, grant, gift or otherwise, any property, both real and personal, of whatever kind and nature, and to sell, exchange, convey mortgage, lease, transfer or otherwise dispose of any such property, subject to such limitations as may be prescribed by law, these Articles of Incorporation, as amended from time to time, or by the by-laws of the Corporation;

(b) To borrow money without limitation as to amount for all corporate purposes and to evidence such borrowing or borrowings by notes, debentures, bonds or other securities or evidence of indebtedness, and to assign, transfer, mortgage, pledge or otherwise encumber any of the assets of the Corporation as security for the repayment thereof;

(c) To make and carry out contracts of every kind that may be necessary or convenient to the accomplishment of the objects and purposes of this Corporation;

(d) To lend money to, to guarantee the obligations of and to otherwise assist its members or members and initiates of Theta Eta, and to invest and reinvest its funds and to take and hold real and personal property as security for the payment of funds so loaned or invested, or as security for the obligations of others to it;

(e) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose, of, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligation of the United States of America.

**Section 8. Duties of Trustees.** Each Trustee of the Corporation shall perform his duties as a Trustees, including his duties as a member of any Committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such caution as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of this Section; he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall not have any liability by reason of being or having been a Trustee of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a Trustee is entitled to rely upon are:

- a. One or more Officers or Employees of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented;
- b. Legal Counsel, Public Accountants, or other persons as to matters which the Trustee reasonably believes to be within such persons' professional or expert competence; or
- c. A Committee of the Board upon which he does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the By-Laws, as to matters within its designated authority, which Committee the Trustee reasonably believes to merit confidence.

## **Article V: Meetings**

**Section 1. Annual Meeting.** The annual meeting of the Corporation shall be held in conjunction with the Annual Meeting of the Alumni Association, which shall be held on the weekend of a Florida State University home football game.

**Section 2. Notification of Annual Meeting.** Thirty (30) day advance, written notice of the time and location of the annual meeting shall be sent to all Corporation voting members. This notification may be included in an alumni association or house corporation newsletter(s), posted on the Association E-group, or disseminated via electronic mail.

**Section 3. Special Meeting.** A special meeting of the Corporation may be called by the President, by any two trustees requesting it, or by twenty-five (25%) percent (but at least ten in number) of the Voting Members on record at any time and place named in the call, by giving five (5) days notice to each member of record stating the purpose of the meeting.

**Section 4. Quorum.** Those members present in person or by proxy shall constitute a quorum; providing that, prior to the annual meeting, at least 30 day advance written notice was mailed to the last known address of the members on record. Or providing that the requirements regarding a special meeting of the Corporation were followed as described in these by-laws. The act of a majority of the members present at a meeting, either in person or by proxy, shall be the act of the membership.

## **Article VI: Officers**

**Section 1. Initial Officers.** The initial officers of the Corporation shall be a President, Vice President, Secretary-General Counsel, and Treasurer:

President-Joseph Clay 1749 S. Poplar St. Denver, Colorado 80224

V. President-Ken Willis Glenover Dr, Alpharetta, GA 30004

General Counsel-Steve Pritchett, Esq. 740 Sindy Marcus Blvd., Atlanta, GA 30324

Treasurer-Jwyanza Nuriddin 5899 Brookmere Park Dr. Mableton, GA 30126

**Section 2. Number.** The officers of the Corporation shall be a President, Vice President, Secretary-General Counsel, and Treasurer (or a single secretary/treasurer position combined). They shall serve on the Board of Trustees.

**Section 3. Election and Term of Office.** The officers shall be elected by ballot annually by the Board at the meeting of the Board held immediately after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible thereafter. Each officer shall hold office until the first meeting of the Board following the second succeeding annual meeting of the members or until his successor shall have been elected. Except as otherwise provided in these By-Laws, a vacancy in any office shall be filled by the Board at any regular or special meeting of the Board for the unexpired portion of the term.

**Section 4. Removal of Officers and Agents by Trustees.** Any officer or agent elected or appointed by the Board may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interests of the Corporation will be served thereby.

**Section 5. President.** The President shall be the chief executive officer of the Corporation. It shall be his duty to preside at all meetings of the Corporation and of the Trustees, to see that all orders and resolutions of the Board of Trustees are carried into effect, to execute all contracts and agreements authorized by the Board of Trustees to sign the name of the Corporation to any instrument requiring same.

**Section 6. Vice President.** The Vice President shall be vested with all the powers of the President in his absence or disability. The Vice President shall be responsible for the recruitment of voting members to the Corporation. Also, he shall perform such other duties as may be prescribed by the Board of Trustees.

**Section 7. Secretary-Treasurer.** The Secretary-Treasurer, whether combined or separate, shall attend all meetings of the Corporation and of the Board of Trustees. The Secretary shall record all of the proceedings of such meetings in a book kept for that purpose, and shall give proper notice of meetings of the Corporation and Trustees. The Secretary shall file all required documentation, annually or as necessary, with the state in which the corporation is domiciled to maintain active and good standing status with the state. The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts, receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursement and shall render to the Board of Trustees, whenever they require it, an account of all his transactions and of the financial condition of the Corporation, and shall prepare an annual financial report for the period from July 1 to June 30 of each year, and shall see that a copy of said financial report is disseminated to each voting member of the Corporation at his last known physical or electronic address not later than the 1st day of September of each year.

**Section 8. Executive Committee.** The President, Vice President, Secretary and Treasurer shall make up the executive committee of this body and shall have the power to act for the Board of Trustees between regular or special meetings of the Board of Trustees.

## **Article VII: Committees**

**Section 1. Alumni Committee.** There shall be an Alumni committee composed of the President of the Alumni Association and other voting members appointed by the Board. The Alumni Committee shall plan, carry out, and coordinate, along with the Association, alumni fellowship, mentoring, and fundraising activities. The committee will furnish a report covering the preceding fiscal year to the Housing Corporation at its annual meeting of the members of the Corporation.

**Section 2. Finance Committee.** There shall be a finance committee composed of the Treasurer of the Housing Corporation who will act as the Chair of the Finance Committee, and other voting members appointed by the Board. The Finance committee shall be responsible for reviewing and monitoring the status of payments under the student leases of the active Theta Eta members living in the residence, payment under the Chapter lease for the common areas of the residence, reserve fund payments and any other payments associated with the operation of the Chapter House and providing the President of the Board of Trustees with monthly reports concerning same. The Finance Committee will also make periodic (quarterly) reports to the members of the Board of Trustees regarding the status of payments from the Chapter to the Housing Corporation and an annual financial report at the annual meeting of the Corporation. The finance committee shall make recommendations to the President and Executive Committee of the Board of Trustees regarding the undertaking of legal action for the collection of any past dues accounts.

**Section 3. Auditing Committee.** There shall be an auditing committee composed of two members of the Board of Trustees who shall be appointed at the annual meeting of the Corporation by the Executive Officers of the Board of Trustees and approved by the alumni members of the Alumni Board to serve for a period of one year and until their successors have been appointed. The auditing committee shall periodically perform an audit on the books of the Theta Eta Chapter and the Treasurer of the Board. They then will furnish a report covering the preceding fiscal year to the Executive Officers of the Board of Trustees of the Housing Corporation and the Board of Directors of the Association prior to the annual meeting of the members of the Corporation.

**Section 4. Housing Committee.** There shall be a Housing Committee composed of Theta Eta's Polemarch (President), the Theta Eta Keeper of Exchequer (Treasurer), the Corporation's Treasurer and the Corporation's Vice President, who will act as the Chair of the Housing Committee. The Housing Committee shall perform the duties of researching and presenting to the Board of Trustees all purchase requests for Chapter House improvements that require using money from the Corporation's Funds. They will present to the Board of Trustees, in writing, the best possible price and quality of any item they research, so the Board of Trustees can make a decision on whether or not to purchase that particular item.

**Section 5. Other Committees.** The Board of Trustees may appoint or elect any further committees, as it deems necessary.

## **Article VIII: Finances**

**Section 1. Contracts.** Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, agent or officers, agent or agents, to enter into any contract or execute and deliver any Instrument in the name of the Corporation, and such authority may be general or confined to specific business.

**Section 2. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be jointly signed in the name of the Corporation by the Security-Treasurer and any other officer.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board may select.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July of each and every year and shall end on the last day of June.

**Section 5. Accounting System and Reports.** The Board of Trustees shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.

**Section 6. Non-profit Operation.** The Corporation shall at all times be operated on a non-profit basis. No distribution of the assets of the Corporation shall be made to any member nor shall any part of the income of the Corporation inure to the benefit of any member.

## **Article IX: Property**

**Section 1. Authority to Act On Property.** No property, real or personal, owned or acquired by the Housing Corporation shall be sold, transferred, or assigned without the affirmative vote of the Board of Trustees, which shall be given by vote at a meeting called for the purpose of acting thereon. A majority vote of those members present shall constitute an affirmative vote of the Board of Trustees.

**Section 2. Suspension of Undergraduate Chapter.** In the event that the charter of Theta Eta is suspended or revoked for any reason, all of the property, both real and personal, belonging to Theta Eta and to this Corporation shall be held in separate accounts (one for the Corporation and one for Theta Eta in proportion to their respective assets), in trust for the following uses and purposes: The property may be held or sold in the sole discretion of the Board of Trustees. The Board of Trustees shall, if sufficient trust funds are available, first pay any outstanding liabilities of Theta Eta and the Corporation which remain unpaid at the time the assets are transferred to the Board of Trustees. The Board of Trustees may either elect to continue to operate the house as a rental property and preserve the income from the property in trust for the Corporation and Theta Eta pending reactivation of the Chapter. During the term of the trust, the income of the respective trust funds shall accrue to the benefit of the Corporation and Theta Eta. If the said Theta Eta is reactivated within a period of ten years from the date of the commencement of this trust, the trust shall terminate and that portion of the proceeds derived from Theta Eta property shall be distributed to the reactivated Theta Eta. In the event Theta Eta is not reactivated within ten years of its suspension or charter revocation, then at the end of said term the trust shall terminate and the proceeds shall be distributed to the Theta Eta Alumni Association.



**Section 3. Dissolution of Corporation.** Should this Corporation be dissolved while Theta Eta is still an active chapter, all property, both real and personal, belonging to this Corporation shall prior to dissolution be conveyed to a new Corporation to be organized for the same purposes as this Corporation was organized, and upon failure to organize said successor Corporation, all property, both real and personal, shall be conveyed to the Theta Eta Chapter prior to said dissolution.

## **Article X: Insurance and Indemnification**

**Section 1. Liability Insurance.** The Theta Eta Chapter must purchase liability insurance. This insurance policy must be approved for purchase by the Executive Committee of the Corporation. The Executive Committee must approve any changes and/or amendments to the insurance policy, before such changes and/or amendments can be implemented into the policy. If Kappa Alpha Psi Fraternity, Incorporated of Indianapolis, Indiana provides a liability insurance policy, the Executive Committee may then deem it necessary for Theta Eta to purchase such said insurance policy.

**Section 2. Property Insurance.** The Executive Committee of the Corporation will be responsible for the purchase of all property insurance for its property. If Kappa Alpha Psi Fraternity, Incorporated of Indiana provides a property insurance policy, the Corporation may purchase such said insurance policy with the approval of the Executive Committee. The Executive Committee of the Corporation has the final decision on the purchase and/or cancellation of any and all insurance policies concerning the property of the Theta Eta Chapter, the Association, and the Corporation.

**Section 3. Third-Party Actions.** The Corporation may indemnify any person who was or is 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 an action by or in the right of the Corporation), by reason of the fact that he is or was a Trustee, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, Employee, or Agent of another Corporation, Partnership, Joint Venture, Trust, or other Enterprise, against expenses (including Attorney's Fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he acted in good faith and in a manner 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, where no reasonable cause exists to believe his or her conduct was unlawful. The termination of this action, suit, or proceeding by judgment, order, 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 good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 4. Insurance.** The Board of Trustees may exercise the Corporation's power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, Employee, or Agent of another Corporation, Partnership, Joint Venture, Trust, or other Enterprise against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder or otherwise.

#### **Article XI: Initial Registered Agent and Street Address**

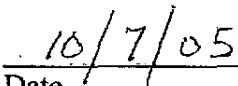
The Initial Registered Agent is Alvin Barrington. 5001 Lakefront Drive. Tallahassee, FL 32303.

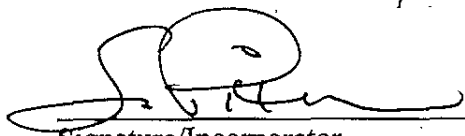
#### **Article XII: Incorporator and Street Address**

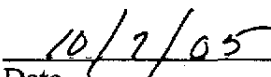
The Incorporator is Sean Pittman, Esquire. Pittman Law Group. 528 East Park Avenue. Tallahassee, FL 32301.

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certification, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date