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DIVISION OF CORPORATE AFFAIRS
2011 OCT 13 PM 2:47

W1100003144

10/14/11

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ZETA PHI FOUNDATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ ~~\$87.50~~
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: OMAR AGUILA
Name (Printed or typed)

2684 HOLLY PINE CIRCLE
Address

ORLANDO, FL 32820
City, State & Zip

(407) 538-9692
Daytime Telephone number

OMAR.E.AGUILA@GMAIL.COM
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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RECEIVED

11 OCT 13 AM 10:27

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 5, 2011

OMAR AGUILAA
2684 HOLLY PINE CIRCLE
ORLANDO, FL 32820

SUBJECT: ZETA PHI FOUNDATION, INC.
Ref. Number: W11000051449

We have received your document for ZETA PHI FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2012 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of 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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 411A00022968

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ARTICLES OF INCORPORATION

OF

Foundation (CA) 10/10/11
ZETA PHI FOUNDATION, INC.

A Corporation Not For Profit

We, the undersigned, a majority of whom are citizens of the United States, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, acknowledge and file these Articles for that purpose, as follows:

ARTICLE I
NAME AND LOCATION

The name of this Corporation shall be ZETA PHI FOUNDATION, INC. The principal office of the Corporation is to be located at 2684 Holly Pine Circle, Orlando, FL 32820. The operations of the Corporation shall be conducted principally in Broward County, but shall not be limited to the County.

ARTICLE II
PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop,

maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the Corporation shall rest with the Board of Directors. The Board may take into consideration, but shall in no way be bound by, the wishes of donors with respect to the distribution of funds contributed to the Corporation.

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) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
LIMITATIONS ON THE DISPOSITION OF
CORPORATE ASSETS AND NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or 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 II, supra.

ARTICLE IV
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V
QUALITIFACTIONS OF MEMBERS AND MANNER
OF THEIR ADMISSION

The members shall consist of the incorporators named in Article VII infra, together with such other persons as the incorporators may from time to time associate

with themselves and their successors. Any person may become a member upon election by a majority vote of the Board of Directors.

ARTICLE VI
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII
NAMES AND ADDRESSES OF THE INCORPORATORS

Cedric Washington
1150 Vine St #25
Cincinnati, OH 45202

Reginal Oce
4913 Durley Lane
Smyrna, GA 30082

Eddie Lippett
3267 NW 44th Street, Unit 4
Fort Lauderdale, FL 33309

Omar Aguila
2684 Holly Pine Circle
Orlando, FL 32820

ARTICLE VIII
OFFICERS AND TIMES OF THEIR ELECTIONS

The Board shall choose annually from its membership, to manage the affairs of the Corporation, subject to the control of the Board, the following officers: the President, one or more Vice-Presidents, a Secretary, Treasurer, and such other officers as the Board may deem necessary or advisable. Each of such officers shall hold office until the next annual election and until his successor is chosen and qualified.

ARTICLE IX
NAMES OF OFFICERS UNTIL FIRST ELECTION

President: Cedric Washington

Vice-President: Reginald Oce

Secretary: Eddie Lippett

Treasurer: Omar Aguila

ARTICLE X
FIRST BOARD OF DIRECTORS

The number of directors of the Corporation shall not be less than three (3), except for the first Board, which shall be composed of the persons named in this Article. The name and residence of the persons who are to be the directors of the Corporation until its first annual meeting are:

Cedric Washington
1150 Vine St #25
Cincinnati, OH 45202

Reginald Oce
4913 Durley Lane
Smyrna, GA 30082

Eddie Lippett
3267 NW 44th Street, Unit 4
Fort Lauderdale, FL 33309

Omar Aguila
2684 Holly Pine Circle
Orlando, FL 32820

The board of directors shall be elected annually by a majority vote from the Alumni of the Zeta Phi chapter of Kappa Alpha Psi Fraternity, Incorporated which are present at the voting ceremony.

Candidates for the board of directors shall be nominated no later than 30 days prior to the voting ceremony. The date for voting shall be established and announced 30 days prior to the voting ceremony.

(AA)
10/10/11

ARTICLE XI
BY-LAWS

The first By-Laws shall be made by the incorporators. All alterations or revisions of the By-Laws shall be made by the members at the annual meeting or any special meeting duly called and held in accordance with the By-Laws.

ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended from time to time by resolution of the members at any annual meeting or at any meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary.

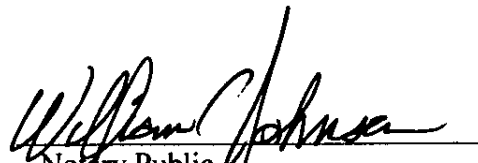
WITNESS the hands and seals of the subscribers of these Articles of Incorporation of ZETA PHI FOUNDATION, INC., this 3 day of August, 2011.


CEDRIC WASHINGTON, President

OHIO
STATE OF ~~FLORIDA~~ :
COUNTY OF Hamilton :

I HEREBY CERTIFY that on this 3 day of August, 2011, personally appeared before me, CEDRIC WASHINGTON, to me personally known, and she acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes expressed therein.

Witness my hand and official seal at the State and County aforesaid this 3 day of August, 2011.


Notary Public
My Commission Expires 9/12/12

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

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

1. The name of the Corporation is:

ZETA PHI FOUNDATION, INC.

2. The name and address of the Registered Agent and office is:

Omar Aguila
2684 Holly Pine Circle
Orlando, FL 32820

2011 OCT 13 PM 2:47
SECRETARY OF STATE
DIVISION OF CORPORATE

Having been named as Registered Agent 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.

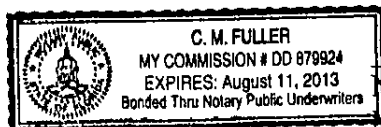

OMAR AGUILA

Date: 8/9/2011

STATE OF FLORIDA :

ORANGE
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 9th day of AUGUST, 2011, by OMAR AGUILA. He is personally known to me or has produced his driver's license as identification.




Notary Public
My Commission Expires