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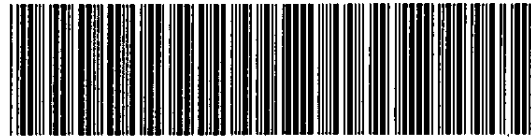
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2011 DEC 27 PM 4:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/28/11 DEC 28 2011

## COVER LETTER

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

**SUBJECT:** Gamma Phi House Corporation of Alpha Phi International Fraternity, Inc.  
(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:** Ashley Grajek, Alpha Phi Fraternity  
Name (Printed or typed)

1930 Sherman Ave.  
Address

Evanston, Illinois 60201  
City, State & Zip

(847) 316-8927  
Daytime Telephone number

agrajek@alphaphi.org  
E-mail address: (to be used for future annual report notification)

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

STATE OF FLORIDA  
COUNTY OF LEON

**ARTICLES OF INCORPORATION  
OF  
GAMMA PHI HOUSE CORPORATION  
OF ALPHA PHI INTERNATIONAL FRATERNITY, INC.**

2011 DEC 27 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator or incorporators, desiring to form a nonprofit corporation pursuant to Chapter 617, Florida Statutes (Not for Profit), execute the following Articles of Incorporation.

**Article I: Name**

The name of the nonprofit corporation pursuant to Chapter 617, Florida Statutes (Not for Profit) shall be Gamma Phi House Corporation of Alpha Phi International Fraternity, Inc. (hereinafter referred to as the "Corporation")

**Article II: Principal Office**

The Corporation's principal place of business is Alpha Phi, 833 West Gaines Street, Unit 103, Tallahassee, Florida 32304. The principal mailing address is Florida State University, c/o Alpha Phi, A4100 University Center, Tallahassee, Florida 32306.

**Article III: Purpose**

The purpose of the Corporation shall be to provide and maintain a suitable collegiate home for the members of Gamma Phi collegiate chapter of Alpha Phi International Fraternity, Inc. (hereinafter "Chapter"), and to promote social interaction, social communion, sisterly affection, unity of feeling and fellowship, and the best interests of both the members of the Chapter, located at the Florida State University in Tallahassee, Florida, and the members of the Alpha Phi International Fraternity (hereinafter "Fraternity"). The Corporation shall have only such purposes as are allowed for corporations which are exempt from federal income taxation under the social and recreational club provisions of Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law, hereinafter "Section 501(c)(7)").

The following terms have been defined for use in these articles:

*Fraternity* – Alpha Phi International Fraternity, Inc.

*Corporation* – Gamma Phi House Corporation of Alpha Phi International Fraternity, Inc.

*Chapter* – Gamma Phi Collegiate Chapter of Alpha Phi International Fraternity, Inc.

*Corporate Member(s)* – voting members of the Corporation

**Article IV: Exempt Status**

**Section 1.**

This Corporation is organized and operated exclusively for social purposes, as set forth more particularly in Article III above, and has not been formed for pecuniary profit or financial gain. It is intended by the provisions of these Articles of Incorporation that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501(c)(7), and

all provisions of these Articles of Incorporation shall be construed so as to effect such intention. The Board of Directors, the Officers, and the Corporate Members shall have no power or authority to do any act which would prevent the Corporation from being an organization described in Section 501(c)(7).

**Section 2.**

No part of the net earnings of the Corporation shall inure to the benefit of any person having a personal or private interest in the activities of the Corporation, 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 exempt purposes of the Corporation. All income received by the Corporation shall be used in a manner consistent with the nonprofit purposes and objectives of the Corporation as set forth herein. The Corporation shall have no capital stock and no dividends or profits shall be declared to the Corporate Members thereof.

**Article V: Powers**

The Corporation shall not do any act that will prevent the Corporation from being an organization described in Section 501(c)(7). Subject to the foregoing limitation and to the prior approval of Fraternity, the Corporation shall have all powers of nonprofit corporations as provided in Chapter 617, Florida Statutes (Not for Profit), including but not limited to the following powers:

**Section 1.**

To acquire, purchase, receive, hold, own, mortgage, operate, use, exchange, deal in, lease as lessor or lessee, finance, sell, transfer, convey, pledge or otherwise dispose of, real or personal property, tangible, intangible or mixed, of every kind, character and description, wheresoever situated, including fractional interests therein, in furtherance of the purposes enumerated in Article III.

**Section 2.**

To purchase, improve, operate, manage, own, use or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation, or by any other person or entity for use as a chapter house by members of the Fraternity.

**Section 3.**

To enter into, make, perform, carry out, cancel and/or rescind contracts pertaining to the business and activities of this Corporation, consistent with the purpose hereof.

**Section 4.**

To assess, impose and receive fees, dues and assessments.

**Section 5.**

To engage in any other activities and take every other action necessary, proper or convenient for the accomplishment of the purposes or in furtherance of the powers herein set forth or authorized by Chapter 617, Florida Statutes (Not for Profit), or incidental thereto, subject to the limitations herein stated.

**Article VI: Duration**

The period during which the Corporation shall continue is perpetual.

**Article VII: Membership****Section 1.**

Membership in this Corporation shall consist of individuals who are members of, or have an interest in the well-being of the Fraternity, and who shall have complied with such other and further requirements as are provided for in the Bylaws of the Corporation.

**Section 2.**

The voting power and interest of each voting member of this Corporation shall be equal to that of every other Corporate Member, and each Corporate Member shall be entitled to one vote upon propositions submitted to the Corporate Members.

**Article VIII: Manner of Election**

The manner in which the directors are elected or appointed is provided for in the Bylaws of the Corporation.

**Article IX: Initial Directors****Section 1.**

The initial Board of Directors shall be composed of three (3) individuals. The exact number of directors shall be prescribed by the Bylaws; provided, however, that under no circumstances shall the minimum of directors be less than three (3). The three (3) individuals comprising this initial Board of Directors shall serve as directors until the election of their successors, as provided in the Bylaws.

**Section 2.**

The names and post office addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Linda Kahangi	1930 Sherman Avenue Evanston, IL 60201
Deana Gage	1930 Sherman Avenue Evanston, IL 60201
Catherine Koessl	1930 Sherman Avenue Evanston, IL 60201

**Article X: Provisions for Conduct of the Affairs of the Corporation**

Other provisions, consistent with the laws of the State of Florida, for the regulation and conduct of the affairs of the Corporation, and for creating, defining, and limiting the powers of the Corporation, of the Directors, Officers or of the Corporate Members are as follows:

**Section 1. AUTHORITY OF BOARD OF DIRECTORS**

Subject to the express provisions of Chapter 617, Florida Statutes, the Bylaws, and these Articles of Incorporation, the Board of Directors shall have the power to manage, control and conduct all of the affairs of the Corporation, and to determine all policies of the Corporation. The power and authority of the Board of Directors are expressly made subject to the general control and supervision of the Fraternity.

## Section 2. ELECTION OR APPOINTMENT OF DIRECTORS

Directors shall be elected or appointed in the manner and for the terms provided for in the Bylaws.

## Section 3. MEETINGS

Meetings of both the Board of Directors and the Corporate Members may be held either within or without the State of Florida. The Board of Directors shall meet at such time and place and upon such notice as may be prescribed by the Bylaws.

## Section 4. REMOVAL OF DIRECTORS

Any member of the Board of Directors may be removed from office, with or without cause, by:

- a. the Executive Director of the Fraternity or her designee, or
- b. a majority of all votes of the directors, if the director was elected or appointed by the directors.

## Section 5. LIMITATION ON LIABILITY

The liability of each and all of the Directors of this Corporation shall be and is hereby limited to the greatest extent permitted by the law of the State of Florida and no director of the Corporation shall be liable to the Corporation for monetary damages for breach of such Director's duties as a director except for the following (which exceptions shall be construed narrowly as legally permissible):

- a. for any transaction in which the Director's personal financial interest is in conflict with the financial interest of the Corporation; or
- b. for acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of the law; or
- c. for any transaction from which the Director derived an improper personal benefit.

## Section 6. INDEMNIFICATION

To the fullest extent permitted by the laws of the Florida Statutes as they exist or may hereafter be amended:

- a. Every person (and the heirs and personal representatives of such person) who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (i) if such director, officer or employee is wholly successful with respect thereto or (ii) if not wholly successful, then if such director, officer, or employee is determined to have acted in good faith and in a manner he or she 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 no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by

judgment, order, settlement, or 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 which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- b. Any indemnification under subsection (a) unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (a). Such determination shall be made by independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors.

#### **Article XI: Officers**

##### **Section 1.**

The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers as may be deemed necessary, each of whom shall be elected or appointed annually by the Board of Directors.

##### **Section 2.**

The names and post office addresses of the initial officers are:

<u>Name and Title</u>	<u>Address</u>
Linda Kahangi, President	1930 Sherman Avenue Evanston, IL 60201
Deana Gage, Vice President	1930 Sherman Avenue Evanston, IL 60201
Catherine Koessl, Secretary/Treasurer	1930 Sherman Avenue Evanston, IL 60201

#### **Article XII: Registered Agent and Street Address**

The Florida street address of the registered agent for the Corporation is 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566. The registered agent is Kerry Anne Schultz, Esq.

#### **Article XIII: Incorporator**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Ashley N. Grajek	1930 Sherman Avenue, Evanston, Illinois 60201

#### **Article XIV: Bylaws**

The Corporation as hereinafter provided shall have power to make and adopt bylaws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Florida and with these Articles of Incorporation.

## **Article XV: Closing of Chapter or Dissolution of Corporation**

### **Section 1.**

No articles of dissolution of this Corporation may be filed without the written authorization of the Fraternity as evidenced by a certified copy of the resolution thereof appended to the articles of dissolution.

### **Section 2.**

If the Chapter ceases to exist because of charter withdrawal or otherwise (in accordance with the Constitution and Policies and Procedures of the Fraternity) the Corporation holding funds and/or other property for the benefit and/or use of the Chapter shall, within ninety (90) days after the closing of the Chapter transfer to the Fraternity all funds and/or other property of the Corporation, subject to all valid debts and obligations of the Corporation; provided, however, that the Fraternity may, by written notice, permit the Corporation to retain any funds and/or other property designated in such written notice.

### **Section 3.**

Even if the Chapter remains active, if the Corporation is to be dissolved, liquidated, or cease to exist for any reason, all funds and/or other property of the Corporation remaining after all valid debts and obligations have been paid or provided for shall be transferred to the Fraternity promptly in connection with such dissolution, liquidation or other process.

Following any transfer of funds and/or other property to the Fraternity referenced above, the Corporation shall promptly, upon written request by the Fraternity, take all remaining steps necessary to dissolve the Corporation as a separate legal entity. If the appropriate representatives of the Corporation do not complete in a timely manner all such action necessary to dissolve the Corporation, the officers of the Fraternity shall have full authority to act on behalf of the directors of the Corporation in taking all steps necessary to dissolve the Corporation, including (but not limited to) approving a plan of dissolution and signing and filing any necessary documents.

### **Section 4.**

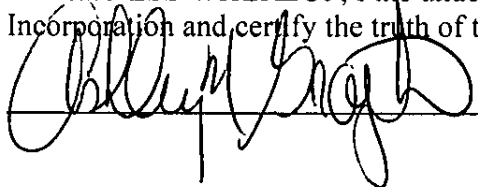
If, after a transfer of funds and/or other property by the Corporation to Fraternity as referenced above, the Corporation is reactivated by the Fraternity, or an authorized successor house corporation is formed to support the Chapter, then a sum equal to the net value (at the time of the original transfer) of the funds and/or other property transferred to the Fraternity (reduced by any related expenses incurred by the Fraternity) shall be returned to the Corporation for the use and benefit of the Chapter.

## **Article XVI: Amendments**

No amendment to these Articles of Incorporation shall be effective without the written approval of the executive director of the Fraternity. Such approval shall be evidenced by the signature of the executive director of the Fraternity on the Articles of Amendment to the Articles of Incorporation required to be executed and filed pursuant to s. 617.01201 of the Florida Statutes.



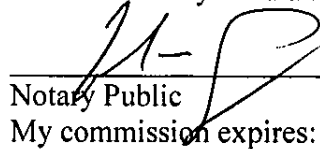
IN WITNESS WHEREOF, I the undersigned incorporator, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 21 day of December, 2011.

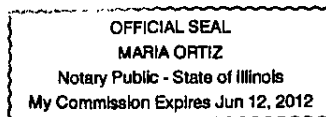
  
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STATE OF ~~FLORIDA~~ Illinois §  
COUNTY OF ~~LEON~~ Cook §

I, the undersigned, a Notary Public in and for said County and State, hereby certify that the foregoing named incorporator, Ashley N. Grajek, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, she executed the same voluntarily on the day the same bears date.


Given under my hand and official seal this the 21<sup>st</sup> day of December, 2011

  
\_\_\_\_\_  
Notary Public  
My commission expires: 6-12-12



**ACCEPTANCE OF DESIGNATION AS  
RESIDENT AGENT**

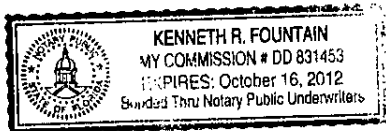
Kerry Anne Schultz, Esquire, the designated resident agent of **GAMMA PHI HOUSE CORPORATION OF ALPHA PHI INTERNATIONAL FRATERNITY, INC** do hereby certify that her address is 2045 Fountain Professional Ct., Suite A, Navarre, Florida 32566, do hereby accept the designation and appointment as resident agent of **GAMMA PHI HOUSE CORPORATION OF ALPHA PHI INTERNATIONAL FRATERNITY, INC** a Florida Not for Profit Corporation, and am familiar with and accept the duties and obligations of registered agent.

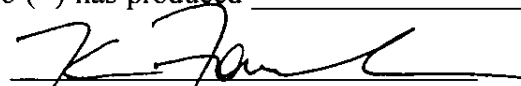
Dated this 12<sup>th</sup> day of December, 2011. 

\_\_\_\_\_  
**KERRY ANNE SCHULTZ**

**STATE OF FLORIDA  
COUNTY OF SANTA ROSA**

Sworn to and subscribed before me this 12<sup>th</sup> day of December, 2011, by Kerry Anne Schultz, who (☒) is personally known to me or who ( ) has produced \_\_\_\_\_, as identification and who did not take an oath.



  
**NOTARY PUBLIC KENNETH R. FOUNTAIN**  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**FILED**  
**2011 DEC 27 PM 4:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**