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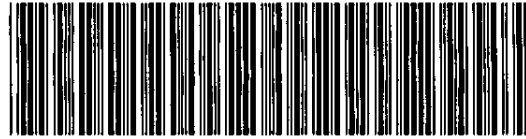
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DIVISION OF CORPORATIONS
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Restated
OCT 26 2013
T. LEMIEUX

ASIATICO & ASSOCIATES PLLC



Cynthia McMillan

Paralegal

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VIA CERTIFIED MAIL

7011 0470 0002 1308 8840

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: Restated and Amended Articles of Incorporation of Zeta Epsilon Rho
Sorority, Inc.; original articles of incorporation assigned document
number N12000007097

Dear Department of State Representative,

Please file the enclosed original Restated and Amended Articles of Incorporation for Zeta Epsilon Rho Sorority, Inc. The original article of incorporation document has an assigned document number N11000008178. I have enclosed:

1. The signed Restated and Amended Articles of Incorporation and one copy; and
2. A check totaling \$43.75 for the filing fee of \$35 and a certified copy of \$8.75.

Please return the certified file-stamped copy to us upon filing, and do not hesitate to contact us if you have any questions whatsoever.

Sincerely,



Cynthia McMillan

Paralegal

/Encl.

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
ZETA EPSILON RHO SORORITY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the Florida Not For Profit Corporation Act (the "Act") and the current Articles of Incorporation, the Board of Directors of ZETA EPSILON RHO SORORITY INCORPORATED (the "Corporation") adopted these Restated and Amended Articles of Incorporation on September 22, 2013. There being no members, these Restated and Amended Articles were approved by a majority vote of the Board of Directors, as required under the Act.

**ARTICLE 1
NAME**

The name of the Corporation is ZETA EPSILON RHO SORORITY, INC. (hereinafter referred to as the "Corporation"). The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2
PRINCIPAL ADDRESS**

The address of the principal office of the Corporation is 5201 North Armenia Avenue, Tampa, Florida 33603.

**ARTICLE 3
PURPOSES**

The Corporation is organized and shall be operated as a sorority exclusively for pleasure, recreation, and other similar nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

(a) To establish, maintain, and promote a sorority, encouraging young women to develop into the woman described in Proverbs 31:30.

(b) To foster a community of support for young like-minded Christian females so that they may encourage each other to develop and remain strong in their walk with God.

(c) To establish a mentorship program, which encourages relationship between like-minded Christian females and guides mentees to become strong godly women.

(d) To engage in charitable endeavors in the community.

(e) To encourage fellowship between members of the sorority through meetings, social gatherings, and recreational and/or community service events.

(f) To collect and disburse any and all necessary funds for the maintenance of the Corporation and the accomplishment of its purposes within the State of Florida and elsewhere.

(g) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(h) To promote, encourage, and foster any other similar nonprofit activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

(i) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(7) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whosoever save and except as provided in these Restated and Amended Articles and the Bylaws of this Corporation.

(j) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE 4

BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of

Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Restated and Amended Articles of Incorporation, or by amending the Bylaws, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons, but need not be residents of Florida.

The names and addresses of the members of the Board of Directors are:

1. Chrystle Powe
P.O. Box 153127
Tampa, Florida 34684-3127
2. Deborah Powe
P.O. Box 153127
Tampa, Florida 34684-3127
3. Kahmeel Callahan
P.O. Box 153127
Tampa, Florida 34684-3127

All future members of the Board of Directors will be appointed in the manner prescribed in the Bylaws.

ARTICLE 5 **MEMBERS**

The Corporation shall have members with no voting rights. The Bylaws of the Corporation shall set forth the membership criteria, selection, approval, and requirements.

ARTICLE 6 **POWERS**

Except as otherwise provided in these Restated and Amended Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 7
DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation in accordance with Section 501(c)(7) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or shall distribute to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organization, as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 9
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(7) of the Internal Revenue Code.

ARTICLE 10
RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

The Corporation shall not pay dividends, other corporate income, nor provide for the payment of life, sick, accident, or other benefits to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Restated and Amended Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(7) of the Internal Revenue Code and

related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures.

ARTICLE 11
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12
CONSTRUCTION

All references in these Restated and Amended Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

ARTICLE 13
AMENDMENT

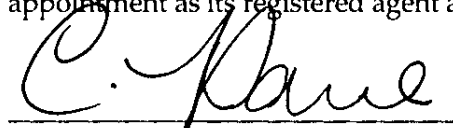
These Restated and Amended Articles of Incorporation may not be amended in any way without the approval of two-thirds (2/3) majority of a quorum of the Board of Directors at any annual or special meeting called for such purpose.

ARTICLE 14
REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent of the Corporation is Chrystle Powe, whose location and municipal address is 5201 North Armenia Avenue, Tampa, Florida 33603, which is also the registered office address. The Board of Directors may change the registered agent at its discretion.

ARTICLE 15
REGISTERED AGENT SIGNATURE

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

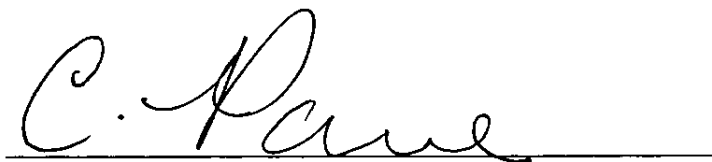

Chrystle Powe, Registered Agent

09/22/2013
Date

CERTIFICATION

I, the undersigned Corporate Secretary, hereby certify that the Restated and Amended Articles of Incorporation, as set forth above, were adopted by unanimous consent of the Board of Directors of the Corporation via a written consent resolution on September 22, 2013. I further certify that there are no other members of the Corporation entitled to vote.

The below named authorized corporate officer executes these Restated and Amended Articles of Incorporation on the 22 day of September, 2013.

A handwritten signature in cursive script, appearing to read "C. Powe", is written over a horizontal line.

Chrystle Powe, Secretary