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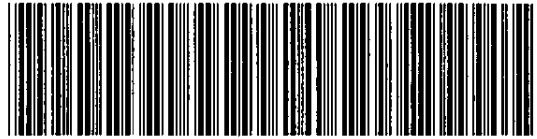
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*Amended
8/12/09
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12*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Phi Sigma Sigma National Housing Corporation

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tracy L. Whitman, Paralegal

(Name of Contact Person)

Baker & Daniels LLP

(Firm/ Company)

600 East 96th Street, Suite 600

(Address)

Indianapolis, IN 46240

(City/ State and Zip Code)

tracy.whitman@bakerd.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracy L. Whitman

(Name of Contact Person)

at (317) 569-4884

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2009

TRACY L WHITMAN
600 E 96 ST STE 600
INDIANAPOLIS, IN 46240

SUBJECT: PHI SIGMA SIGMA NATIONAL HOUSING CORPORATION
Ref. Number: N93000003665

We have received your document for PHI SIGMA SIGMA NATIONAL HOUSING CORPORATION and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return 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) 245-6957.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 509A00021411

Articles of Amendment
to
Articles of Incorporation
of

Phi Sigma Sigma National Housing Corporation

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached Amended and Restated Articles of Incorporation

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: July 24, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Michelle Ardern
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Michelle Ardern
(Typed or printed name of person signing)

Secretary
(Title of person signing)

FILING FEE: \$35

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHI SIGMA SIGMA NATIONAL HOUSING CORPORATION**

ARTICLE I. NAME AND ADDRESS

The name of the corporation is Phi Sigma Sigma National Housing Corporation (the "Corporation"). The address of the Corporation is 8178 Lark Brown Road, Suite 202, Elkridge, Maryland 21075.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on the date of filing of its Articles of Incorporation. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

The Corporation is formed for such social, recreational, and other nonprofitable purposes as will qualify it for exemption from federal income taxation as an organization described in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the Corporation is specifically organized and empowered to:

Own, lease, provide, equip, maintain and manage living and/or meeting quarters for members of collegiate chapters of Phi Sigma Sigma Fraternity, Inc. (the "Fraternity"), each such property to be used as a collegiate home for members of the chapter and/or as a meeting place to foster social relationships, fraternal spirit, and friendship among both the members of the chapter and the members of the Corporation;

Receive title, assume ownership of, or obtain a leasehold in, living or meeting quarters and related property previously used by a collegiate chapter of the Fraternity when the collegiate chapter was active;

Convey title, ownership of, or assign a leasehold in, living and/or meeting quarters and related property held by the Corporation and used by a particular collegiate chapter of the Fraternity to another not-for-profit corporation or limited liability company specifically formed to provide, equip, maintain and manage living and/or meeting quarters for collegiate chapters of the Fraternity.

Promote the educational and cultural interest of both the members of the Fraternity and the members of the Corporation and to foster good qualities of character in the members of the Fraternity; and

Engage in any other activity related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, 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 this Article III.

ARTICLE IV. POWERS

In pursuit of the purposes for which it was formed, this Corporation shall have the power to acquire real and personal property by gift, devise or bequest, purchase, lease, or otherwise; to sell, convey, exchange, lease, or otherwise dispose of real or personal property owned by it; to borrow money and to give its notes or other obligations therefor, and to secure payment thereof by mortgage, pledge, or other encumbrance of property owned by it or any part thereof; to construct, remodel, repair, or otherwise alter real property owned or to be owned by it; to lease or carry on any other activity within the general scope of providing living and meeting quarters for collegiate chapters of the Fraternity or carrying out the other purposes of the Corporation set forth in Article III, permitted by the laws of the United States and the State of Florida.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(7) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE V. MEMBERS

All members of the Fraternity shall be members of the Corporation and all members of the Corporation must be members of the Fraternity. Membership in the Corporation shall be divided between two or more classes, as provided in the Corporation's Bylaws. Voting rights shall be granted only to one class of membership, and the directors of the Corporation shall be the only members of that class. The remaining class or classes of membership shall be non-voting and shall consist of all members of the Corporation who are not directors. The other rights and privileges of the members shall be regulated by the Corporation's Bylaws.

ARTICLE VI. AFFILIATION WITH PHI SIGMA SIGMA FRATERNITY

This Corporation is affiliated with the Fraternity.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a board of directors. The powers of the board of directors, the qualifications for serving as a director, and the manner of selection of directors shall all be specified in the Corporation's Bylaws. The number of directors may be increased or diminished shall never be less than three.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal corporate bylaws shall be vested in the board of directors. The Corporation's Bylaws may not be inconsistent with these Articles of Incorporation, or the Constitution, Bylaws and statements of policy of the Fraternity.

ARTICLE IX. DISSOLUTION

Upon dissolution of this Corporation, all funds or other assets remaining after payment of the outstanding obligations of the Corporation shall immediately be turned over to and paid to the Fraternity. Such funds and assets shall only be turned over to the Fraternity if, at the time of dissolution of this Corporation, the Fraternity remains exempt from federal income taxation as an organization described in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any prior or future United States Internal Revenue Law. In the event that, at such time, the Fraternity is not so exempt from federal income taxation, such funds and assets shall be turned over to an organization selected by the Supreme Council of the Fraternity that is then exempt from federal income taxation as an organization described either in Section 501(c)(3) or Section 501(c)(7) of the Internal Revenue Code of 1986, as amended or the corresponding sections of any future United States Internal Revenue Law.

ARTICLE X. AMENDMENTS

Amendments to these Articles may be made by resolution passed by two-thirds of the board of directors; provided, however, no amendments may be made to Articles V, VI, IX and this Article X without the express approval in writing of the Supreme Council of the Fraternity.

COVER LETTER

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301