

**N95000001 037**  
TRANSMITTAL LETTER

**N95000001 1037**

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

SUBJECT: SIGMA PHI ALPHA, INC.  
(Proposed corporate name - must include suffix)

RECEIVED  
02/23/95  
\*\*\*\*\*

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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Timothy D. Shields  
Name (Printed or typed)  
2254 Stonington Ave.  
Address  
Orlando, FL 32817  
City, State & Zip  
(407) 721-8896  
Daytime Telephone number

Tim Shields GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corporate Address  
2/23/95  
EXAM Q2C

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1095 4140  
789 154, 411, 019, 351

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

ARTICLES OF INCORPORATION  
OF THE  
SIGMA PHI ALPHA, INC.

ARTICLE I

Section 1. The name of the not-for-profit corporation is SIGMA PHI ALPHA, INC., P.O. Box 677095  
Section 2. The period of duration of the corporation is perpetual. Orlando, FL 32867  
Section 3. The address of its initial Registered Office in the State of Florida is 2254 Stonington Ave,  
Orlando, Florida 32817; and the name of its initial Registered Agent at said address is Timothy D.  
Shields.

ARTICLE II

The purposes of the Society are to promote scholastic advancement, to enhance the quality of achievements within the university and the community, and to foster integrity. The corporation seeks to enhance the institutions at which it is chartered by providing financial assistance as outlined in the Bylaws. Both financial and other assistance shall be provided to members and non members as outlined in the Bylaws.

The corporation is organized exclusively for charitable and educational purposes.

ARTICLE III

Section 1. Membership of the corporation is composed of persons of high scholarship and moral character and such other persons provided by the bylaws.

Section 2. The classes and conditions for membership shall be provided within the bylaws.

Section 3. The board of directors shall have the power to grant and revoke affiliation to any institution which has been accredited by a regional accrediting association and which makes a formal application for affiliation set forth by the procedures contained within the bylaws.

Section 4. Individual members shall not be permitted to vote on any matters, affairs or business of the corporation except as outlined within the bylaws.

ARTICLE IV

The Board of Directors shall be not less than four (4) in number; and subject to such limitation, the number of directors shall be fixed by the Bylaws. The number of directors may be increased or decreased from time to time by an amendment to the Bylaws. The selection and terms of the directors shall be provided in the Bylaws, and directors need not be residents of the State of Florida. The first Board of Directors shall be four (4) in number, and their names and addresses are set forth in Exhibit "A" attached hereto and made a part hereof.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 Article Two. The corporation shall continue to conduct its charitable and educational purposes in such a manner that it shall not be considered to be private foundation as that term is defined in Section 509 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) and Section 4911 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any

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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 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

#### ARTICLE VI

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 1954 (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors shall determine.

#### ARTICLE VII

These articles of Incorporation may be amended by the adoption of an amendment at a meeting of the Executive Committee of the Board of Directors upon receiving a majority vote of the executive committee members in office.

Exhibit A

1. Timothy D. Shields, President  
2254 Stonington Ave  
Orlando, FL 32817
2. Mark A. Gullifer, Vice President of Operations  
4832 Normandy Place  
Orlando, FL 32811
3. Marcia Nicol, Vice President of Membership Services  
2327 River Park Circle Apt 1422  
Orlando, FL 32817
4. Eric J. Frier, Treasurer  
2254 Stonington Ave.  
Orlando, FL 32817

The undersigned incorporator has executed these Articles of Incorporation for Sigma Phi Alpha, Inc. this Twenty-third day of February, Nineteen Hundred and Ninety-five.

Timothy D. Shields

Timothy D. Shields

## CERTIFICATE OF DESIGNATION 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: Sigma Phi Alpha, Inc.  
(must include suffix)

2. The name and address of the registered agent and office is:

Timothy D. Shields  
(Name)

2254 Stonington Ave.  
(Street address - P. O. Box not acceptable)

Orlando, FL 32817  
(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and 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.*

Timothy D. Shields  
(Signature)

02/24/95  
(Date)