

N95000001315

James R. Taylor  
1765 Carrollee Lane  
Winter Park, FL 32789  
PHONE (407) 628-5302

RECEIVED  
CORPORATE RECORDS BUREAU  
95 MAR 20 PM 11:22

State of Florida  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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CORPORATE RECORDS BUREAU  
TALLAHASSEE, FL 32314

Gentlemen:

Enclosed you will find a charter for THE ATHENA HOUSE CORPORATION, INC. with \$122.50 for filing fees.

Please mail me a certified copy of the charter to the above address.

Sincerely,

*James R. Taylor*  
James R. Taylor

W95-4530

626,421

KAN 3-1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 1, 1995

JAMES R. TAYLOR  
1765 CARROLLEE LANE  
WINTER PARK, FL 32789

SUBJECT: THE ATHENA HOUSE CORPORATION, INC.  
Ref. Number: W95000004530

We have received your document for THE ATHENA HOUSE CORPORATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

You must list at least one incorporator with a complete business street address.

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 (904) 487-6915.

Kevin Nickens  
Document Specialist

Lette Number: 095A00009099

ARTICLES OF INCORPORATION

05 MAR 20 11 11:23

OF

THE ATHENA HOUSE CORPORATION, INC.

The undersigned, desiring to form a non-profit corporation under the laws of the State of Florida, does hereby certify:

**FIRST:** The name of said corporation shall be The Athena House Corporation, Inc.

**SECOND:** The address of the corporation's registered office in the State of Florida is 212 S. Monroe, Tallahassee, Florida 32301. The name of its registered agent at such address is Hines Boyd.

**THIRD:** The purposes for which the corporation is formed are to promote and foster the fraternal principles and ideals of Phi Delta Theta Fraternity, to acquire and hold real and personal property for a chapter house or lodge for the Florida Gamma Chapter of Phi Delta Theta Fraternity at Florida State University and to engage in other pleasure, recreation and non-profitable activities which qualify as such within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue law) (the "Code").

**FOURTH:** The corporation is formed exclusively for purposes under which a corporation may be formed under the non-profit corporation law and not for pecuniary profit or financial gain. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, officers or other private persons or organizations, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered, and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(7).

**FIFTH:** Upon the dissolution of the corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer, convey and distribute all of the assets of the corporation to the Walter B. Palmer Foundation Endowment, an Ohio non-profit corporation which is exempt from federal income tax as an organization described in Code Section 501(c)(7) or its successor.

**SIXTH:** Until changed in accordance with the provisions of the bylaws, the number of trustees will be not less than three. At least a majority of the Trustees shall be initiated members of Phi Delta Theta Fraternity.

**SEVENTH:** All initiated members in good standing of Florida Gamma Chapter of Phi Delta Theta Education Foundation shall be non-voting members of the corporation. Annually during the foundations day banquet an election shall be held pertaining to the election of the Trustees. Each non-voting member shall have one vote, and the members present shall constitute a quorum. The candidates receiving the greatest number of votes shall be elected as Trustees. Notwithstanding the foregoing, in the event that there shall be no Trustees in office, any five non-voting members may call a special meeting of the non-voting members who shall be entitled to elect Trustees to fill such vacancies.

**EIGHTH:** The names and addresses of the natural persons who are to be initial trustees of the corporation are as follows:

Mike Gavalas  
212 S. Monroe  
Tallahassee, FL 32801

Hines Boyd  
212 S. Monroe  
Tallahassee, FL 32801


Charlie Calhoun  
212 S. Monroe  
Tallahassee, FL 32801

**NINTH:** The corporation shall at all times be subject to the Constitution, Bylaws, and Rules and Regulations of Phi Delta Theta Fraternity, of which Florida Gamma Chapter is a chapter. Articles FIFTH and SEVENTH hereof shall not be amended, changed or deleted without the prior written consent of Phi Delta Theta Fraternity.

**TENTH:** Subject to Article SEVENTH hereof, these Articles of Incorporation may be amended by the affirmative vote of not less than a majority of the persons who exercise the voting rights of members of the corporation in accordance with its Bylaws.

**ELEVENTH:** The name and street address of the person signing these Articles of Incorporation as subscriber is James R. Taylor, 1765 Carrollee Lane, Winter Park, FL 32789.

**IN WITNESS WHEREOF,** I have hereunto subscribed my name this 16th day of February, 1995.

  
\_\_\_\_\_  
**James R. Taylor, Incorporator**

IN WITNESS WHEREOF, the undersigned natural person, competent to contract, has subscribed these Articles of Incorporation, this 16th day of February 1995

James R. Taylor  
James R. Taylor

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared James R. Taylor, to me known to be the person described in, and who executed the foregoing Articles of Incorporation of THE ATHENA HOUSE CORPORATION, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal of the County and State named above, this 16th day of February 1995.

Notary Public  
NOTARY PUBLIC, STATE OF FLORIDA

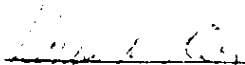
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48 091, Florida Statutes, the following is submitted in compliance with said Act That THE ATHENA HOUSE CORPORATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Tallahassee, County of Leon, State of Florida, has named James R. Taylor located at 1765 Carrollee Lane, Winter Park, FL. 32789, as it's agent to accept service or process within this state.

**ACKNOWLEDGEMENTS:**

Having been named to accept service of process to the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
James R. Taylor, Resident Agent