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TRANSMITTAL LETTER

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

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-02/16/96--01097--005
*****70.00 *****70.00

SUBJECT: Delta Psi Housing Corporation of Phi Sigma Sigma, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for \$ 70.00 .

FROM: Melissa Sylvester, President
Name (Printed or typed)
3331 Summit Boulevard #135
Address
Pensacola, FL 32503
City, State & Zip
(904) 433-2157
Telephone number

SN FEB 20 1996

FILED
FEB 16 AM 9:47
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION FOR
DELTA PSI HOUSING CORPORATION OF PHI SIGMA SIGMA, INC.

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RECEIVED ALL 9:47
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation, not for profit, pursuant to Chapter 617, Florida Statutes, do hereby certify:

FIRST: The name of the corporation shall be the Delta Psi Housing Corporation of Phi Sigma Sigma, Inc.

SECOND: The principal business of said corporation is to be transacted in the Town of Pensacola, County of Escambia, State of Florida and the principle office of the corporation shall be in care of the University of West Florida, Attn: Debra Reyes, Secretary, 11000 University Parkway, Dorm #24, Pensacola, Florida 32514. The mailing address of the corporation shall be 2759 Country Breeze Boulevard, Navarre, Florida 32566.

THIRD: The corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

FOURTH: The purpose or purposes for which said corporation is formed are:

To provide, equip, maintain, and manage a chapter quarters for the Delta Psi Chapter of Phi Sigma Sigma Fraternity, such property to be used as a collegiate home for members of the chapter and as a meeting place to foster social relationships, fraternal spirit, and friendship among both the members of the chapter and members of the corporation;

To promote the educational and cultural interests of both the members of the chapter and the members of the corporation and to foster good qualities of character in the members of the chapter; and

To engage in any other activity in furtherance of the best interests of the Delta Psi Chapter of Phi Sigma Sigma Fraternity permitted under the laws of the United States and the State of Florida.

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

FIFTH: 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 thereof, and to secure payment by it or any part thereof; to construct, remodel, repair, or otherwise alter real property owned or to be owned by it; to carry on any other activity within the general scope of providing chapter quarters for the Delta Psi Chapter of Phi Sigma Sigma Fraternity permitted by 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 Article FOURTH.

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.

SIXTH: Each member of the Delta Psi Chapter of Phi Sigma Sigma Fraternity shall also be a member of this corporation, as long as she is an active member of the Delta Psi Chapter of Phi Sigma Sigma, as defined by the Constitution and Bylaws of Phi Sigma Sigma Fraternity. The designation or admission of additional members shall be regulated by the corporation's Bylaws. 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 the 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.

SEVENTH: This corporation may at any time, upon affirmative vote of three-quarters (3/4) of the members of the Supreme Council of Phi Sigma Sigma Fraternity, be immediately dissolved. This corporation shall also be immediately dissolved in the event that the charter of the Delta Psi Chapter of Phi Sigma Sigma Fraternity is withdrawn by the Supreme Council of Phi Sigma Sigma Fraternity or the Delta Psi Chapter of Phi Sigma Sigma Fraternity surrenders its charter. Upon the dissolution of this corporation, regardless of whether the dissolution is pursuant to either of the preceding sentences of this Article SEVENTH, all funds or other assets remaining after payment of the outstanding obligations of the corporation shall immediately be turned over to and paid into the Housing Fund of the National Treasury of Phi Sigma Sigma, Inc.; provided if the dissolution of the corporation results from the withdrawal or surrender of the charter of the Delta Psi Chapter of Phi Sigma Sigma Fraternity is reactivated at the University of West Florida within ten years after the withdrawal or surrender of its charter and this corporation is then reinstated or a new corporation is formed to service the same purpose, Phi Sigma Sigma,

Inc., shall repay without interest to this corporation after its reinstatement or to the new corporation the net assets previously received upon the dissolution of this corporation, if any, or an amount equal thereto; and, provided further, that such funds and assets shall only be turned over to Phi Sigma Sigma, Inc. if, at the time of dissolution of this corporation, Phi Sigma Sigma, Inc. 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, Phi Sigma Sigma, Inc. 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 Phi Sigma Sigma Fraternity that is tax 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.

EIGHTH: This corporation is an affiliated and subordinate organization to Phi Sigma Sigma, Inc., and at all times shall be subject to the supervision, control, and jurisdiction of the Supreme Council of Phi Sigma Sigma Fraternity, and be subject to and governed by the constitution, bylaws, regulations, rules of practice and statements of policy of Phi Sigma Sigma Fraternity.

NINTH: 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 SIXTH, SEVENTH, AND EIGHTH and this article NINTH without the express approval in writing of the Supreme Council of Phi Sigma Sigma Fraternity.

TENTH: 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 corporation shall have a minimum of five directors initially. The number of directors may be increased or diminished from time to time, as provided in the corporation's Bylaws, but shall never be less than three. The following persons shall serve said corporation as directors until the first annual meeting or other meeting called to select directors:

Melissa Sylvester; 3331 Summit Boulevard, #135, Pensacola, Florida 32503

Laura Bessinger Mitchell; 3148 Birdseye Circle, Gulf Breeze, Florida 32561

Debra Bernal Reyes; 2759 Country Breeze Boulevard, Navarre, Florida 32566

Joyce Krale; 22 Sunset Road, Maynard, Massachusetts 01754


Victoria Curto, 8435 Timber Run Lane, Richmond, Virginia 23228

ELEVENTH: The Supreme Council of Phi Sigma Sigma Fraternity shall be empowered to request and enforce the resignation or removal from office of any officer or director of this corporation who does not fulfill properly the requirements of her office or who fails or refuses to comply with these Articles of Incorporation, the corporation's Bylaws, the National Constitution of Phi Sigma Sigma Fraternity, or a direction of the Supreme Council of Phi Sigma Sigma Fraternity. The filling of vacancies, thus occurring, shall be subject to approval by the Supreme Council of Phi Sigma Sigma Fraternity.

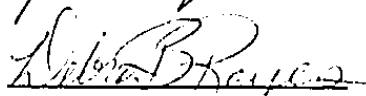
TWELFTH: The corporation shall adopt Bylaws for the governing of the corporation and its officers. The corporation's Bylaws may not be inconsistent with these Articles of Incorporation, the laws of the State of Florida, or the constitution, bylaws, regulations, rules of practice and statements of policy of Phi Sigma Sigma Fraternity.

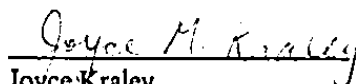
THIRTEENTH: The name and street address of the initial registered agent and office of the corporation are: William R. Mitchell, Moore, Hill, Westmorland, Hock & Bolton, P.A. Ninth Floor, Sun Bank Tower, 220 West Garden Street, Pensacola, Florida 32501

IN WITNESS WHEREOF, we have hereunto subscribed our names this 7th day of November, 1995.


Melissa Sylvester


Laura Bessinger Mitchell


Debra Bernal Reyes


Joyce M. Kraley


Victoria Curto

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: DELTA PSI HOUSING CORPORATION OF PHI SIGMA SIGMA, INC.

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

WILLIAM R. MITCHELL; MOORE, HILL, WESTMORLAND, HOCK & BOLTON, P.A.
(Name)

NINTH FLOOR, SUN BANK TOWER, 220 WEST GARDEN STREET
(P.O. Box **NOT** acceptable)

PENSACOLA, FLORIDA 32501
(City/State/Zip)

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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.

SIGNATURE

William R Mitchell

DATE

2/10/96

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314