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TRANSMITTAL LETTER

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

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-03/25/98--01034--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: TAU KAPPA EPSILON FRATERNITY, INC., OF BARRY UNIVERSITY  
(Proposed corporate name - must include suffix)

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

ADDITIONAL COPY REQUIRED

FROM: GIANFRANCO NOCERINO  
Name (Printed or typed)

11300 NE 2nd Ave #1293  
Address

MIAMI SHORES, FL 33161  
City, State & Zip

(305) 788-0948  
Daytime Telephone number

98 MAR 25 AM 10:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION  
OF  
TAU KAPPA EPSILON FRATERNITY, INC., OF BARRY UNIVERSITY.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Non For Profit Corporation Act (hereinafter referred to as the "ACT"), adopt and executed the following Articles of Incorporation.

FILED  
98 MAR 25 AM 10:41  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation is Tau Kappa Epsilon Fraternity, Inc., of Barry University.

ARTICLE II

The purposes for which the Corporation is formed:

Section 1. To promote fraternity, scholarship, leadership, high moral standards and recreation among its members and all members of Tau Kappa Epsilon Fraternity (the "Fraternity") in accordance with the principles, traditions and ritual of the Fraternity.

Section 2. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of, property, real or personal, tangible or intangible, in furtherance of the purposes enumerated in Section 1.

Section 3. To purchase, improve, operate, manage, own, use or lease, in whole or in part, any building or other structure located on real property owned or leased by the Corporation, or by any other person or entity for use as a chapter house by members and associate members of the Fraternity.

Section 4. To borrow money, to issue evidences of indebtedness, and to mortgage, pledge and grant security interests in its property.

Section 5. To enter into and perform, cancel or rescind agreements and contracts of any nature.

Section 6. To sue and be sued in its own name.

Section 7. To accept gifts, bequests, contributions and donations from individual corporations, associations, foundations or other entities, with or without restrictions.

Section 8. To carry out its purposes in this state or elsewhere, in compliance with all applicable laws.

Section 9. To exercise any and all powers and privileges which it might now or hereafter be lawful for any corporation to exercise, and to have all rights, powers, privileges and immunities, under and pursuant to the Act, or any other law that now or hereafter may be applicable to the Corporation.

Section 10. To make by-laws for the government and regulations of the Corporation's affairs.

Section 11. To do any and all other acts and things necessary, convenient or expedient for the furtherance of the purposes for which the Corporation is formed.

Construction and Limitation of the Foregoing Sections. The foregoing sections shall be construed as purposes, objects and powers. The implementation by the Corporation of its purposes and the exercise of its powers shall be subject to the following restrictions:

(a) It is intended by the provisions of these Articles of Incorporation that the Corporation shall be an organization exempt from federal income taxation under the provisions of Section 501 (c) (7) of the Internal Revenue Code of 1954, as now or hereafter amended (" Section 50 1 (c) (7) "), and all provisions of these Articles of Incorporation shall be construed so as to effect such intention. The Board of Directors, the officers and the members shall have no power or authority to do any act which would prevent the Corporation from being an organization described in Section 501(c) (7).

(b) The power and authority of the Board of Directors, officers and members are expressly made subject to the general control and supervision of the Fraternity, and the activities of the Corporation shall be conducted in accordance with the laws, regulations and traditions of the Grand Council and Grand Chapter of the Fraternity.

### ARTICLE III

#### Period of Existence

The period during which the Corporation shall continue is perpetual.

### ARTICLE IV

#### Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Resident Agent in charge of the Corporation's principal office is: John Nykolaiszyn, 1080 NW 117 St. Miami, 33168.

Section 2. Principal Office. The post office address of the principal office of the Corporation is: TKE /Students Activities 11300 NE 2nd Ave. Miami Shores, FL 33161.

### ARTICLE V

#### Membership

Section 1. Classes. There shall be two classes of members - "Voting Members" and "Undergraduate Members."

Section 2. Rights, Preferences. Limitations and Restrictions of Classes. The class of Voting Members shall consist of those persons who are the initial members of the Board of Directors of the Corporation and of those persons who are duly elected and qualified as members of the Board of Directors of the Corporation. Any person who ceases to be a member of the Board of Directors, shall cease to be a Voting Member.

The class of Undergraduate Members shall consist of members of the Undergraduate Chapter of the Fraternity (the "Chapter") at Barry University. Any person who ceases to be a member of the Chapter for more than four consecutive months shall cease to be an Undergraduate Member of the Corporation.

No person may become a Voting or Undergraduate Member of the Corporation who is not a member in good standing of the Fraternity. Any person who ceases to be a member in good standing of the Fraternity shall cease to be a Voting or Undergraduate Member of the Corporation.

Section 3. Voting Rights of Classes. Each Voting Member shall be entitled to one vote upon each question which may properly come before the members of the Corporation. Undergraduate Members shall have no voting rights.

### ARTICLE VI

#### Directors

Section 1. Number of Directors. The initial Board of Directors shall be composed of three members. The exact number of directors shall be prescribed in the By-Laws; provided, however, that under no circumstances shall the minimum number of directors be less than three and the maximum number of directors greater than fifteen.

Section 2. Names and Post Office Addresses of the Directors. The names and post office addresses of the initial Board of Directors are:

John Nykolaiszyn, 1080 NW 117 St. Miami, 33168.  
Gianfranco Nocerino, 11300 NE 2nd Ave. # 1293, Miami Shores FL 33161.  
Telly Agostini, 11300 NE 2nd Ave. # 1062, Miami Shores FL 33161.

### ARTICLE VII

#### Incorporators

Section 1. Name and Post Office Address. The name and post office address of the incorporator of the Corporation is as follows:

Gianfranco Nocerino, 11300 NE 2nd Ave. # 1293, Miami Shores FL 33161.

### ARTICLE VIII

Provisions for Regulation and Conduct of the Affairs of Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, of the directors or of the members or any class or classes of members are as follows:

Section 1. Authority of Board of Directors. Subject to the express provisions of the Act and to these Articles of Incorporation, the Board of Directors shall have complete and plenary power to manage, control and conduct all of the affairs of the Corporation, to exercise all of the powers, rights and privileges of the Corporation, and to do all acts and things which may be done by the Corporation, without limitation and without any vote or other action by the members.

Section 2. Election of Directors. At each annual meeting of the members, the Voting Members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term of which he is elected and until his successor is elected and qualified, unless he shall die, resign or be removed. Vacancies occurring in the Board of Directors shall be filled in the manner prescribed in the By-Laws.

Section 3. Qualification of Directors. No person shall qualify as a member of the Board of Directors of the Corporation unless he shall also be a member of the Board of Advisors of the Chapter and his duties as a Director shall also include the faithful discharge of his duties as an Advisor. Any person who ceases to be a member of the Board of Advisors of the Chapter shall cease to be a Director.

Section 4. Meetings. Meetings of both the Board of Directors and the members may be held either within or without the State of Florida as provided from time to time by the By-Laws. Each Undergraduate Member of the Corporation shall have the right to attend each meeting of the Board of Directors.

Section 5. Removal of directors. Any or all members of the Board of Directors may be removed, with or without cause, at a meeting of the members called expressly for that purpose, by a majority vote of the members then entitled to vote at an election of Directors.

Section 6. Nonliability of Members and Directors. No Member or Director of the Corporation shall be liable for any of its obligations.

Section 7. Indemnification. To the extent not inconsistent with Florida law as in effect from time to time:

(a) Every person (and the heirs and personal representatives of such person) who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and responsible expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (i) if such director, officer or employee is wholly successful with respect thereto or (ii) if not wholly successful, then if such director, officer or employee is determined, as provided in paragraph (e), to have acted in good faith in what he reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgement, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in this section.

(b) The terms "claim, action, suit or proceeding" shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise). civil, criminal, administrative or investigative, or threat thereof, in which a director or officer or employee of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

(1) by reason of his being or having been a director, officer or employee of this Corporation or of any other Corporation which he has served as such at the request of this Corporation, or

(2) by reason of his acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he served as such at the request of this Corporation, or

(3) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

(c) The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgements, fines or penalties against, and amounts paid in settlement by or on behalf of, a director, officer or employee.

(d) The term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same; without any payment or promise made to induce a settlement.


(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such director, officer or employee has met the standards of conduct set forth in the preceding subparagraph (a) and (ii) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee, answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidences in any way relevant to the referee's finding which are within the possession or control of the Corporation.

Section 8. Disposition of assets. In the event that (a) the charter granted to the Chapter by the Fraternity shall be withdrawn, surrendered or suspended, and such condition shall continue for a period of two years, or (b) the Board of Directors, or the members shall determine to terminate the existence of the Corporation, then and in either such event, and after making provision for the payment of the liabilities of the Corporation, the Board of Directors or the members shall, in accordance with the provisions of the International Constitution and International By-Laws and traditions of the Fraternity, provide for payment or transfer of all remaining money and property to TKE House Fund, Inc., or its successor, which in either case shall be an organization described in Section 501(c) (7).

Section 9. Amendments. The Corporation shall have the power to amend or repeal any provision contained in its Articles of Incorporation and By Laws to the extent and in the manner prescribed by the Act; provided, however, that the power and authority of the Board of Directors and members to take any action to amend or repeal the Articles of Incorporation or By-Laws shall be subject to their obligations as members of the Board of Advisors of the Chapter and to the general control and supervision by the Fraternity in accordance with the laws, regulations and traditions of the Grand Council and the Grand Chapter of the Fraternity.

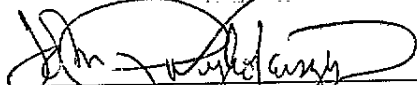
I the undersigned, do hereby adopt these articles of Incorporation, representing beforehand to the Secretary of the State of Florida and all persons whom it may concern.

I the undersigned, do hereby execute these Articles of Incorporation and certify the truth of the facts herein stated, this 19 day of March 1998.

  
Signature/Incorporator

3/20/98  
Date

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/Registered Agent

98 MAR 25 AM 10:41

3/20/98  
Date

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