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TRANSMITTAL LETTER

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VIA U.S. MAIL

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

VIA COURIER

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

ETA PSI of the PI KAPPA PHI FRATERNITY HOUSING CORPORATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
\$78.75.

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*****78.75 *****78.75

- Filing Fee (\$35.00)
- Designation of Registered Agent (\$35.00)
- Certified Copy (**ADDITIONAL COPY REQUIRED**) (\$52.50)
- Certificate of Status (\$8.75)

FROM:

Name: James A. Dozier, Paralegal
Address: 28 West Central Boulevard, Fourth Floor
City, State & Zip: Orlando, Florida 32801
Daytime Telephone number: (407) 425-2684

James Dozier GAVE
AUTHORIZATION BY PHONE TO
CORP. HT delete 2nd suffix
DATE _____
DOC. EXAM. BTJ 11/16/99 ✓

425-26308

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation
Of
ETA PSI of the Pi Kappa Phi Fraternity Housing
Corporation
A Florida Not For Profit Corporation

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I - Name

The name of the corporation shall be ETA PSI of the PI KAPPA PHI FRATERNITY HOUSING CORPORATION.

The principal address of the corporation at the time of incorporation is 600 East Washington Street, City of Orlando, County of Orange, Florida.

Article II - Duration

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence at the date these articles are filed with the Office of the Secretary of State, Division of Corporations.

Article III- Purpose

- (a) The specific and primary purpose for which this corporation is organized is to effect the voluntary association of qualified members of The Pi Kappa Phi Fraternity for their mutual benefit, for literary, educational, and fraternal purposes.
- (b) The corporation shall have as general purposes the conduct of social events, holding of literary and educational seminars, publication of newsletters and other communications, holding of title to and operation of club and housing facilities, and all manner of other purposes and activities of literary, educational, and fraternal nature for the mutual benefit of the members. Furthermore, the corporation shall do all and everything necessary, lawful and proper for the accomplishment or attainment of any of the purposes previously mentioned, and generally, to perform acts, to transact business, and to exercise powers in connection with the preceding purposes but only to such extent as may be consistent with law or with such further specific limitations on this corporation's purposes and powers as may be imposed in these articles to provide social and recreational facilities for its members.

- (c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.
- (d) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

Article IV - Qualifications and Admission of Members

Those individuals who shall be qualified for membership in this corporation shall be all such persons who are members in good standing of the various chapters of The Pi Kappa Phi Fraternity, who meet such further specific qualifications as may be set forth in the bylaws. Such qualified persons may become members by paying to this corporation such membership fees and dues as may be established from time to time by the Board of Directors. This corporation shall not have any capital stock and shall be a non-stock corporation.

Article V -Registered Office and Registered Agent

The street address of the corporation's initial registered office is 600 East Washington Street, City of Orlando, County of Orange, Florida, and the name of the corporation's initial registered agent at that address is Mr. Peter Barr.

Article VI -First Board of Directors

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name:</u>	<u>Address:</u>
Richard Labinsky	108 Essex Drive, Longwood, FL 32779
Peter Barr	600 East Washington Street, Orlando, FL 32801-2997
Chris Costello	1927 Grand Isle Circle, #722B, Orlando, FL 32810
Clyde West	1620 Mayflower Ct., Apt. 416B, Winter Park, FL 32792

Article VII - Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit

of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

Article VIII - Management of Corporate Affairs

- (a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors may be changed by a bylaw duly adopted by those members entitled to vote, provided, however, that in no event shall the number of directors be changed to a number fewer than three (3).
- (b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.
- (c) Elective of Officers. The officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.
- (d) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of 3 persons and an admission committee of 3 persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed by the Board of Directors.

Article IX - Incorporator

The name and address of the incorporator are as follows:

James A. Fowler, Esquire
Fowler, Barice, Feeney & O'Quinn, P.A.
28 West Central Blvd., 4th Floor
Orlando, Florida 32801

Article X - Income from Public Events

- (a) The purpose for which the Corporation is formed is exclusively for pleasure, recreation, and other similar nonprofitable purposes as described in Article III as set forth above, as contemplated by Section 501(c)(7) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or superseded).

- (b) The assets of the Corporation shall be at all times dedicated to the recreational purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed and be distributed to The Pi Kappa Phi Fraternity, a South Carolina corporation, or to the successors or assigns of the same as described under Section 501(c)(7) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.
- (c) The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the recreational purposes set out in Paragraph (a) above.
- (d) The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the recreational purposes set out in Paragraph (a) above.
- (e) The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Florida corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

Article XI - Bylaws

Bylaws will be adopted at the first meeting of the Board of Directors. The Board of Directors may adopt, amend, and repeal bylaws in conformity with these articles, and not inconsistent therewith, at any lawful meeting of the Board. However, any matter reserved to the members or subject to ratification of the members by law, shall be subject to the applicable approval.

Article XII - Amendment of Articles

The Articles of Incorporation of this corporation may be amended by a majority vote of the directors at a duly held annual meeting or special meeting thereof.

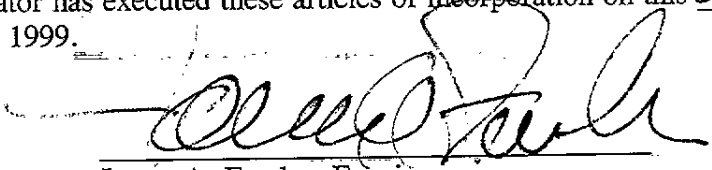
The foregoing paragraph notwithstanding, Article III (Purpose), Article XIII (Dissolution), and Article XII (Amendment of Articles) of these Articles of Incorporation shall not be amended without the prior written concurrence of the National Council of The Pi Kappa Phi Fraternity, a South Carolina corporation, or the successors or assigns of same.

Article XIII - Distribution on Dissolution

- (a) In the event that this corporation's charter should be suspended or revoked, the National Council of The Pi Kappa Phi Fraternity, subject to the rights of the members, may appoint directors to fill vacancies and take other necessary lawful steps to reinstate or revive the corporation.

- (b) The assets of the Corporation shall be at all times dedicated to the recreational purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed and be distributed to The Pi Kappa Phi Fraternity, a South Carolina corporation, or to the successors or assigns of the same as described under Section 501(c)(7) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

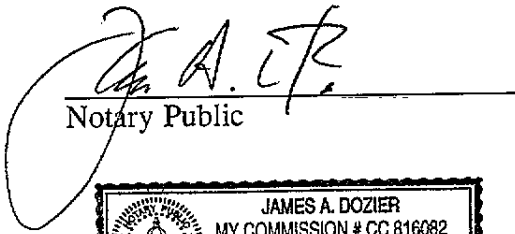
In witness, the undersigned incorporator has executed these articles of incorporation on this 8th day of November, 1999.



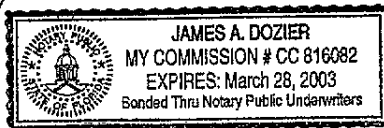
James A. Fowler, Esquire
Incorporator

STATE OF FLORIDA }
 }ss
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this 8th day of November, 1999 by James A. Fowler, who is [] personally known to me or [] produced _____ as identification.



Notary Public



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.



Peter Barr, Registered Agent

November 2, 1999

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA