

**Articles of Incorporation of  
Alpha Lambda Alumni Corporation of Theta Chi Fraternity  
A Non-Profit Corporation**

The undersigned, for the purpose of forming a nonprofit corporation under the Ohio Revised Code Section 1702 of the laws of the State of Ohio, to hereby make and adopt the following Articles of Incorporation.

**ARTICLE 1**

**Name**

The name of the corporation is **Alpha Lambda Alumni Corporation of Theta Chi Fraternity.**

**ARTICLE 2**

**Not For Profit**

The Corporation is a nonprofit corporation under the laws of the State of Ohio. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law. No member, director, or officer of this Corporation shall receive any salary or compensation for services or any enrichment or pecuniary gain whatsoever from the Corporation, but the directors, officers, and members may be reimbursed for their actual expenses necessarily incurred in carrying on the business of the Corporation.

**ARTICLE 3**

**Duration**

The duration of the Corporation is perpetual.

**ARTICLE 4**

**Purposes**

The Corporation is organized, and shall be operated, to raise funds to provide suitable housing for the members of the Alpha Lambda Chapter of Theta Chi Fraternity located at The Ohio State University, in which to live and to carry on their functions as a local chapter of Theta Chi Fraternity; to own or lease real estate and other properties and to raise funds for the purchasing, building, leasing, furnishing and repairing of such housing to be used as the chapter house of the

Alpha Lambda Chapter; to encourage, stimulate, and assist in the educational endeavors of the members of the Alpha Lambda Chapter of Theta Chi Fraternity while attending The Ohio State University or an educational institution elsewhere; and to assist in all other respects the Alpha Lambda Chapter located at The Ohio State University in fulfilling its beneficial goals and objectives.

To exercise all rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **ARTICLE 5**

### **Limitation**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers, but 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 4 (Purposes) hereof. This Corporation is organized on a non-stock basis and the Corporation shall not issue shares of stock.

## **ARTICLE 6**

### **Membership**

Membership in this Corporation shall be limited to alumnus members of Alpha Lambda Chapter of Theta Chi Fraternity, and certain others who may be approved by the Corporation as described in the bylaws.

## **ARTICLE 7**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 80 Longfellow Ave, Worthington, OH 43085, and the name of its initial registered agent at that address is Steven Putka.

## ARTICLE 8

1. Directors shall be elected as follows:
  - a) As early as practically possible, the initial three directors shall elect two additional directors for a term of two years.
  - b) At each annual meeting thereafter, directors shall be elected for a term of three years.

### **Initial Board of Directors**

The management of the Corporation shall be vested in a board of directors. The number of directors that constitutes the initial board of directors is three. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than three. The members of the Corporation shall elect the directors for such term or terms as may be fixed by the bylaws. The president of the Corporation by virtue of his office shall at all times be a member of the board of directors. The president or alumni chairman of the Alpha Lambda Chapter may be a non-voting ex-officio member of the board of directors. The board of directors shall have the power to make all such bylaws and rules to regulate the business of the Corporation as will not be inconsistent with these articles of incorporation, the laws of the State of Ohio, or The Constitution and Bylaws of Theta Chi Fraternity, Inc. The bylaws may provide for ex-officio and honorary directors, and their rights and privileges. The name and address of each initial director of the Corporation is as follows:

Name	Address
William J. Stephenson IV	2234 N. Federal Highway #1135, Boca Raton, FL 33431
Gregory L. Spatz	2785 S.E. 11 <sup>th</sup> St., Pompano Beach, FL 33062
Steven Putka	80 Longfellow Ave, Worthington, OH 43085

## ARTICLE 9

### **Officers**

The officers of the Corporation shall consist of a president, vice-president, secretary, treasurer and such other officers and assistant officers as may be provided in the bylaws. Each officer shall be elected by the board of directors, and may be removed by a majority vote of the board of directors, at such time, place, and manner as may be prescribed by the bylaws. The name and

address of each initial officer of the Corporation will be recorded below as soon as practically possible following the submission of the Articles of Incorporation to the Ohio Secretary of State.

<b>Name</b>	<b>Address</b>	<b><u>Title</u></b>
_____	_____	<b>President</b>
_____	_____	<b>Vice President</b>
_____	_____	<b>Secretary</b>
_____	_____	<b>Treasurer</b>

## **ARTICLE 10**

### **Incorporators**

The name and address of each incorporator (subscriber) is as follows:

<b>Name</b>	<b>Address</b>
William J. Stephenson IV	2234 N. Federal Highway #1135, Boca Raton, FL 33431

## **ARTICLE 11**

### **Bylaws**

The bylaws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors, or by two-thirds vote of the members present in person or by proxy at any regular annual or special meeting of the members of the Corporation, provided, however, that any proposed financing and/or refinancing of the financial affairs of the Corporation shall always require the approval of at least a majority of the board of directors of the Corporation.

## **ARTICLE 12**

### **Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors, and officers are subject to this reservation. The articles of incorporation may be amended in accordance with the provisions of the laws of the State of Ohio, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

## ARTICLE 13

### Indemnification

The Corporation shall indemnify each director and officer, including former directors and officers, to the full extent permitted by the laws of the State of Ohio. The Corporation shall further do all that is necessary and required by the laws of the State of Ohio to come within the provisions of state's laws giving the Corporation's directors and officers immunity from liability.

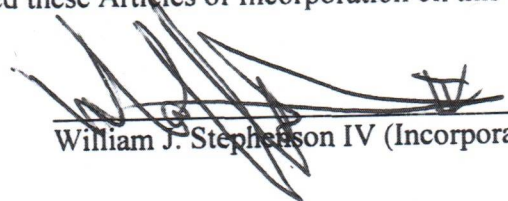
## ARTICLE 14

### Control and Dissolution

The Corporation shall have all rights to the solicitation of funds from its members, provided the Corporation may assign this right to third parties by vote of the board of directors when in the opinion of the board of directors such action is in the best interest of the Corporation. No expenditures may be made for the building, leasing, remodeling, or repair of a chapter house without the approval of the Corporation, and no expenditures may be made for the purchasing of major furnishings for the chapter house without first obtaining concurring approval from the Corporation. The Corporation shall have the power and reserve the right to take over the complete and total operation of the chapter house when the total number of collegiate members and pledges becomes less than seventy (70), upon suspension, or upon the chapter losing its campus recognition or its charter, or whenever in the opinion of the Corporation by a majority vote of its board of directors an emergency situation exists within the chapter or with the chapter house.

Upon the dissolution of the Corporation and the surrender, forfeiture, or cancellation of its franchise or charter, whether by act of the Corporation or by act of the authorities of State of Ohio, all funds or other assets remaining after the payment of all of the outstanding obligations of the Corporation shall be turned over and paid to the Grand Chapter, Theta Chi Fraternity, Inc. to be retained by it in a separate account to be known as the Building or Building Repair Fund of the Alpha Lambda Chapter of Theta Chi Fraternity. All funds and other assets turned over and paid to the Grand Chapter, Theta Chi Fraternity, Inc. are to be invested and reinvested to maximize the increase in the funds and other assets and all of such funds and other assets are to be returned to any successor corporation as may be legally created by or on behalf of the alumni of the Alpha Lambda Chapter of Theta Chi Fraternity.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 3 day of October, 2022.

  
William J. Stephenson IV (Incorporator)

**Acknowledgment**

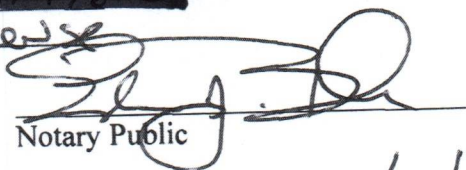
State of Georgia

County of DEKALB

The foregoing instrument was acknowledged before me on October 3, 2022 by William J. Stephenson IV

Produced Identification: 

Type of Identification: DANES LICENSE

  
Notary Public

My Commission Expires: 9/19/2023

Edward J Burke  
NOTARY PUBLIC  
Fulton County, Georgia  
My Commission Expires 9/19/2023

**Acceptance By Registered Agent**

The undersigned hereby accepts the appointment as Registered Agent of the Alpha Lambda Alumni Corporation of Theta Chi Fraternity, which is contained in the foregoing Article of Incorporation.

Dated this 3<sup>rd</sup> day of October, 2022.

A handwritten signature in black ink that reads "Steven Putka". The signature is written in a cursive style with a horizontal line underneath the name.

Steven Putka

Registered Agent