

John H. Merrill
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Articles of Formation filed on behalf of Beta Theta House Corporation, as received and filed in the Office of the Secretary of State on 01/10/1964.



20180811000021424

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

08/11/2018

Date

A handwritten signature in black ink that reads "J. H. Merrill".

John H. Merrill

Secretary of State

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ROOM 21 PAGE 541

# 817-232	
Posted by:	Checked by:
CS	JY

ARTICLES OF INCORPORATION
OF THE
BETA THETA HOUSE CORPORATION

STATE OF ALABAMA)
COUNTY OF TUSCALOOSA)

We, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby adopt the following Articles of Incorporation, under, and pursuant to the "Alabama Non-Profit Corporation Act", Title 10, Chapter 10, Code of Alabama (1940); as amended:

ARTICLE I

NAME

The name of the corporation shall be the Beta Theta House Corporation.

ARTICLE II

NON-PROFIT CORPORATION

This Corporation shall have no capital stock and no private pecuniary gain or profit shall be derived from it, its business or the operation thereof, and no member or officer or director shall receive any salary for services or any enrichment or pecuniary gain whatsoever from the Corporation and it shall be organized and operated exclusively as a non-profit corporation.

ARTICLE III

OFFICE

The principal and initial registered Office of the Corporation shall be located at University, Alabama and the name of its initial registered agent is Burton R. Morley, 8 Hickory Hill, Tuscaloosa, Alabama.

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ARTICLE IV

PURPOSES

The specific objects and purposes of the Corporation shall be to raise funds to provide suitable housing for the members of Beta Theta fraternity located at the University of Alabama, in which to live and to carry on their functions as a local fraternity under the supervision of the Beta Theta Pi Fraternity; to manage and conduct the financial and business operations of such

SECRETARY
OF STATE

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local fraternity in such manner as may be determined by the Corporation; to lease real estate and other properties and to raise funds for the purchasing, building, leasing and repairing of such housing to be used as the local chapter house of the BETA THETA FRATERNITY and to assist in all respects the local fraternity located at said University.

ARTICLE V

MEMBERSHIP

Membership in this Corporation shall be limited to active and alumni members of Beta Theta fraternity and to active and alumni members of Beta Theta Pi fraternity.

ARTICLE VI

POWERS

For the purposes of carrying out the specific powers and objects enumerated in these Articles of Incorporation, the Corporation shall have the following General Powers:

1. To have perpetual succession by its corporate name
2. To sue and be sued, complain and defend, in its corporate name
3. To have a corporate seal and use the same by causing it or a facsimile thereof to be impressed or affixed, or in any other manner reproduced.
4. To purchase, take, receive, lease, take as a gift, devise or bequest, or otherwise acquire and to own, hold, use and otherwise deal in or with any real or personal property or any interest therein which may be appropriate to enable it to accomplish any or all of its purposes.
5. To sell and convey, mortgage, pledge, lease as lessor and otherwise dispose of all or any part of its property and assets.
6. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes, to borrow money for its corporate purposes at such rates of interest as the Corporation may determine, to issue its notes, bonds, and other obligations by mortgages, pledges or deed of trust, of all or any of its property and income, and to invest its funds from time to time and to lend money for corporate purposes and to take and to hold real and personal property for the payment of funds so invested or loaned.

7. To elect or appoint officers and agents of the Corporation and to define their duties.

8. To make and alter by-laws not inconsistent with these Articles or the Laws of the State of Alabama or the Constitution, By-Laws and regulations of the Beta Theta or Beta Theta Pi fraternity, for the administration and regulation of the affairs of the Corporation.

9. To cease its corporate activities and to surrender its charter and corporate franchise.

10. To do all things necessary or convenient in connection with or for the carrying on of said business and the buying, leasing, holding, building or selling of such real estate and personal property as may seem proper to the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of not less than three nor more than ten members who shall hold office for such term or terms as may be fixed by the By-Laws. There shall be six (6) initial members of the Board of Directors and there shall at all times be at least one member of said Board who is a resident of Tuscaloosa County, Alabama. The Board of Directors shall elect the officers of this Corporation which shall consist of President, Vice President, Secretary and Treasurer. A majority of the Board of Directors shall have the power to remove any officer at any time and elect his successor to serve out any unexpired term. The Board of Directors shall have power to make all such By-Laws and rules to regulate the business of the Corporation as will not be inconsistent with these Articles or the laws of the State of Alabama.

ARTICLE VIII

FINANCES

Any proposed financing and refinancing operations to be undertaken by this Corporation shall first be subject to the approval of a majority of the Board of Directors of this Corporation.

ARTICLE IX

DISSOLUTION

Upon the dissolution of this Corporation and the surrender or cancellation of its franchises or charter, whether by act of the Corporation or by act of the authorities of the State of Alabama, all funds or other assets remaining after the payment of the outstanding obligations of the Corporation, shall be turned over to and paid into the Building Repair Fund of the Beta Theta fraternity.

ARTICLE X

NAMES AND ADDRESSES OF
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as initial directors are as follows:

1. Burton R. Morley, Tuscaloosa, Alabama
2. Elbert H. Parsons, Sr., Huntsville, Alabama
3. Jake Cusimano, Gadsden, Alabama
4. Elbert H. Parsons, Jr., University, Alabama
5. Gregory S. Cusimano, University, Alabama
6. Fred H. Gielle, Gadsden, Alabama

ARTICLE XI

NAMES AND ADDRESSES OF EACH INCORPORATOR

The names and addresses of each incorporator are as follows:

1. Burton R. Morley, Tuscaloosa, Alabama
2. Elbert H. Parsons, Sr., Huntsville, Alabama
3. Jake Cusimano, Gadsden, Alabama
4. Fred H. Gielle, Gadsden, Alabama

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended or altered by a three-quarter vote of the Board of Directors of this Corporation at any regular or special meeting of such Board of Directors in person or by proxy 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 this Corporation.

In testimony whereof, witness our hands this 4th day of

January, 1969.

Burton R. Morley
Burton R. Morley

Elbert H. Parsons, Sr.
Elbert H. Parsons, Sr.

Jake Cusimano
Jake Cusimano

Fred H. Gielle
Fred H. Gielle

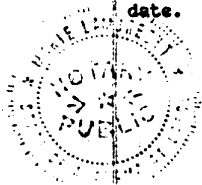
STATE OF ALABAMA

COUNTY OF Fuscalossa

I, Marie Lambrecht, a Notary Public in and for said County, in said State, hereby certify that Burton R. Morley is known to me and have acknowledged before me on this the 10 day of January, 1964 that he was informed of the contents of the foregoing certificate and has before me voluntarily executed said certificate on the day the same bears date.

Given under my hand this 10 day of January, 1964.

Marie Lambrecht
NOTARY PUBLIC



STATE OF ALABAMA

COUNTY OF MADISON

I, Anne Merte Walker, a Notary Public in and for said County, in said State, hereby certify Elbert H. Parsons, Sr., is known to me and has acknowledged before me on this the 4th day of January, 1964 that he was informed of the contents of the foregoing Certificate and has before me voluntarily executed said certificate on the day the same bears date.

Given under my hand this 4th day of January, 1964.

Anne Merte Walker
NOTARY PUBLIC

STATE OF ALABAMA

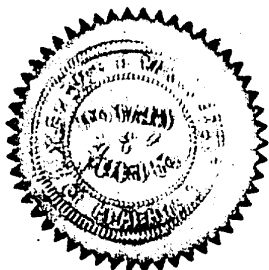
COUNTY OF Etowah

I, Dyer C. Vann, a Notary Public in and for said County, in said State, hereby certify that Jake Cusimano is known to me and has acknowledged before me on this the 7th day of January, 1964 that he was informed of the contents of the foregoing certificate and has before me voluntarily executed said certificate on the day the same bears date.

Given under my hand this 7th day of January, 1964.

Dyer C. Vann
NOTARY PUBLIC

My Commission expires May 15, 1965



STATE OF ALABAMA

COUNTY OF Etowah

I, Dyer C. Vann, a Notary Public in and for said county in said state, hereby certify that Fred H. Gialle is known to me and has acknowledged before me on this the 7th day of January, 1964, that he was informed of the contents of the foregoing Certificate, and has before me voluntarily executed said certificate on the day the same bears date.

Given under my hand this 7th day of January, 1964.



Dyer C. Vann
NOTARY PUBLIC

My Commission expires May 15, 1965.

[Faint handwritten notes and signatures]

ROOM 21 PAGE 548 1828

Beta Theta House Corp
articles of Incorporation

THE STATE OF ALABAMA

Tuscaloosa County

I, DAVID M. COCHRANE, Judge of Probate, hereby certify that the foregoing conveyance was filed in my office for registration on the 10 day of January 1964 at 10 o'clock P.M., and duly recorded in ~~Incorporation~~ No. 21 Page 541

Privilege Tax paid

David M. Cochran
Judge of Probate

Rec.	4.20
Acct.	.25
	<hr/> 4.45

Beta Theta House Corp.
P.O. Box 4095
University

John H. Merrill
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Nature of Business Change filed on behalf of Beta Theta House Corporation, as received and filed in the Office of the Secretary of State on 12/29/1989.



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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

08/11/2018

Date

A handwritten signature in black ink that reads "John H. Merrill".

John H. Merrill

Secretary of State

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE BETA THETA HOUSE CORPORATION

Pursuant to the provisions of the Alabama Code, the undersigned non-profit corporation adopts the following articles of amendment to its articles of incorporation recorded in the Probate Judge's Office, Tuscaloosa County, Alabama, Book 21, Page 541-548:

FIRST: Article IV: Purposes is amended, altered, and changed to correspond to the second article of amendment here.

SECOND: The following amendment to the Articles of Incorporation were adopted by the members of the corporation on May 18, 1989, in the manner prescribed by the Alabama Code:

RESOLVED, that the Articles of Incorporation be changed to reflect that the purpose of the Corporation is to promote and foster the fraternal principles of Beta Theta Pi Fraternity and Delta Theta Chapter of Beta Theta Pi; to procure, own, rent, control, improve, decorate, and use real and personal property of each and every kind and to mortgage, pledge, lease, sell, or otherwise dispose of and handle the same; to issue bonds, notes, debentures, or obligations of the Corporation and at the option of the Board of the Corporation, to secure, mortgage, pledge, lease or deed the same; and to generally do any other act or thing which may be deemed desirable for the welfare and advantage of Delta Theta Chapter of Beta Theta Pi and to do any other act or thing which may be deemed desirable for the furtherance of the principles of Beta Theta Pi Fraternity.

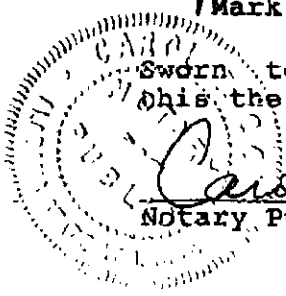
BETA THETA HOUSE CORPORATION

BY: Dan E. Copeland, Jr.
Dan E. Copeland, Jr., President

BY: Mark S. Boardman
Mark S. Boardman, Secretary

0094 0373
RECORDED IN ABOVE
INC. BK & PG
29 DECEMBER 89 11:48:35 A
W. HARDY MCCOLLUM
TUSCALOOSA COUNTY, ALABAMA

Sworn to and subscribed before me
this the 28th day of December, 1989.



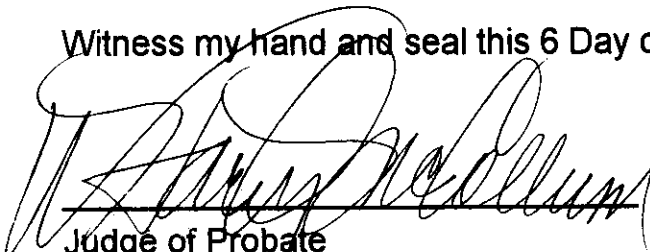
Carol E. Cone
Notary Public

29 DECEMBER 89 11:48:40 AM 00002049 0081
REB INCORPORATION TOT PAID: 10.00
00000000
INC INCORPORATION 10.00

***** Certified Copy Page *****

I, W. Hardy McCollum, Judge of Probate, do hereby certify that the foregoing is a FULL, TRUE and CORRECT copy of the Instruments(s) herewith set out as same appears of record in: INCORPORATION BOOK - 94, AT PAGE - 373 in said court.

Witness my hand and seal this 6 Day of May, 2002.



Judge of Probate
Tuscaloosa County, Alabama

John H. Merrill
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate, and literal copy of the Registered Agent Change filed on behalf of Beta Theta House Corporation, as received and filed in the Office of the Secretary of State on 01/06/2003.



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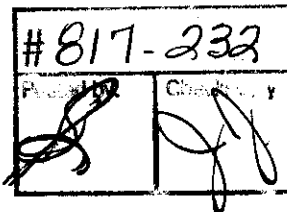
In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

08/11/2018

Date

John H. Merrill

Secretary of State



**AMENDED ARTICLES OF INCORPORATION
FOR
BETA THETA HOUSE CORPORATION**

STATE OF ALABAMA)
)
COUNTY OF TUSCALOOSA)

We, the undersigned, being of age of majority and citizens, have this day voluntarily associated ourselves together in order to form a non-stock, non-profit corporation for the purposes herein stated. Under the laws of the State of Alabama, do here adopt the following amended articles of incorporation.

ARTICLE I

NAME

The name of the corporation will remain:
Beta Theta House Corporation

2003 82
Filed in the Above
INCORPORATION Book & Page
01-06-2003 03:08:23 PM
W. Hardy McCollum - Probate Judge
Tuscaloosa County, Alabama

ARTICLE II

Purposes

The purpose or purposes for which the corporation is organized are to promote and foster the fraternal principals and ideals of the Beta Theta Pi Fraternity, and to purchase, take, receive, lease, take by gift, grant, assignment, transfer, devise or bequests, or otherwise acquire and hold real and personal property for a chapter house or lodge and the furnishings and any other legal purposes, for the Delta Theta Chapter of Beta Theta Pi, located at the University of Alabama.

In furtherance of any one or more of the purposes specified above, but only to the extent permissible under any applicable sections of the Internal Revenue Code, the corporation shall have the following power:

1. To have a corporate seal and to use the same by causing it or a facsimile thereof to be impressed or fixed or in any manner reproduced.
2. To sell and convey, mortgage, pledge, lease as leaser and otherwise dispose of all or any part of its properties and assets.

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JAN 16 2003

SECRETARY
OF STATE

Tuscaloosa County, Alabama
I certify this instrument was filed on
01-06-2003 03:08:23 PM
and recorded in INCORPORATION Book
2003 at Pages 82 - 89
W. Hardy McCollum - Probate Judge

3. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes; to issue notes, bonds, and other obligations by mortgage, pledge, or deed of trust of all or any of its purposes and income, and to invest its funds from time to time and to lend money for its corporate purposes and to take and to hold real and personal property for the payment of funds still invested or loaned.
4. To elect or appoint officers and agents of the corporation and to define their duties.
5. To make, rescind and alter bylaws not inconsistent with these articles or the laws of the State of Alabama, or the constitution, bylaws and regulations of Beta Theta Pi Fraternity for the proper administration and regulation of the affairs of the corporation.
6. To cease its corporate activities and surrender it's corporate charter, subject to the approval of the officers of the Corporation.
7. The doing of all things necessary and convenient in connection with or for the carrying on said business, and the buying and selling of such real estate and personal property as may seem proper to the board of directors.

ARTICLE III

Duration

The duration of the corporation shall be perpetual

ARTICLE IV

Registered Office

The registered office of the corporation shall be 1609 Richard Arrington Jr. Blvd. South, Birmingham, Alabama 35205, and its registered agent shall be Christopher A. Sherer.

ARTICLE V**Membership**

The membership of the corporation shall consist of all initiated Alumni members in good standing, of the Delta Theta Chapter of the Beta Theta Pi Fraternity. The active chapter shall elect one member from each class to serve as ex-officio members of the Corporation. The members of the Executive Board of the Delta Theta Chapter of Beta Theta Pi Fraternity shall be ex-officio members of the corporation. Alumni from other chapters of the Beta Theta Pi Fraternity may serve on the house corporation by invitation of the Board of Directors.

ARTICLE VI**Directors**

The said corporation shall be governed and operated by a board of directors which shall perform the duties and have all rights and authority of a board of directors under the law, as well as such other rights as are herein granted and those set forth in the bylaws of the corporation.

There shall be at least nine directors on the corporation board. The election and terms of the directors shall be set forth in the bylaws.

ARTICLE VII**Limitations**

The corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members, and accordingly no profits will inure to the benefit of any individual. No part of any funds of the corporation shall inure to the benefit or be distributed to its members, trustees, or officers, or to 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 herein.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution or statements) in any campaign on behalf of any candidate for public office.

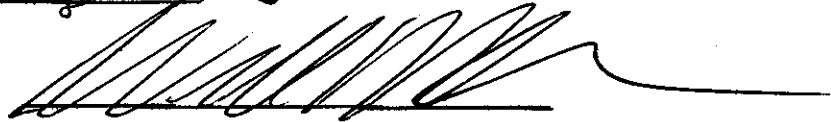
ARTICLE VIII**Dissolution**

In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation, after the payment and satisfaction of all liabilities and obligations of said Corporation then existing, shall be transferred, conveyed, and be distributed to the Building Fund for the Delta Theta Chapter of the Beta Theta Pi Fraternity at the University of Alabama.

ARTICLE IX**Miscellaneous**

This corporation shall be subject at all times to the Constitution, Bylaws, and Rules and Regulations of Beta Theta Pi Fraternity, of which Delta Theta is a chapter.

In WITNESS WHEREOF, these Articles of Incorporation have been executed on the 6th day of January, 2002.



WAIVER OF NOTICE

The undersigned, being all of the members of the board of directors of The Beta Theta House Corporation, an Alabama Nonprofit Corporation, do hereby waive any and all notice of the time, place and purpose of the meeting of the board of directors of said corporation, which meeting is called to be held at 6 o'clock P.M. on the 17th day of October, 2002, at the office of Bill Owen, and do hereby ratify and approve the action taken at the said meeting.

Dated this the 6th day of January, 2003.

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be the name of a person, possibly "Bill Owen" or similar, though it is difficult to decipher due to its style.

**MINUTES OF THE BOARD OF DIRECTORS OF
BETA THETA HOUSE CORPORATION**

**Held in Birmingham, Alabama.
On October 17, 2002.**

The meeting of the board of directors of Beta Theta House Corporation, an Alabama nonprofit corporation, was held at the office of William Owen, 104 Inverness Center Place Suite 215, Alabama on the 17th day of October, 2002, at 6:00 P.M., at the call of a majority of the directors. The following directors attended or were present by conference call at the meeting:

Bill Owen.

Bill Owen acted as chairman of the meeting, and Chris Sherer acted as secretary thereof.

The secretary reported that a waiver of notice of the time, place and purpose of this meeting had been (or would be) signed and attached by each of the directors, and the chairman ordered the said waiver attached to the minutes of this meeting at the end thereof.

The Chairman stated that the first order of business to come before the meeting was the election of new officers of the corporation. Upon motion duly made, seconded and adopted it was

RELOVED, that the following named individuals be and they are hereby appointed and elected to serve in the offices designated beside their names for a term of one or two or three years or until their successors have been elected and qualified:

Mark Boardman, President

Bill Owen, Vice President

Chris Sherer, Secretary

Brantley Sanders, Treasurer

The Chairman stated that it would be desirable to select an executive committee of nine members. Upon motion duly made, seconded and adopted, it was

RESOLVED, that the following individuals were named as members of the executive committee.

Bill Owen	Brant Sanders
Dan Copeland	Jason Sanders
Ken Riley	Keith Fravert
Chris Sherer	Mark Boardman
Brantley Sanders	Clay Carr
Butch Weed	Ken Johnson

The Chairman stated that the following committees be formed to assist in the running of the corporation, Funding and Finance, Scholarship Committee, Chapter Relations Committee, Rush Committee, Physical House Committee, Fund Raising Committee, National Fraternity Relations Committee, Risk Management Committee and the Legal Committee, and individuals be appointed as chairmen of each committee. Upon motion duly made, seconded and carried it was

RESOLVED, that the above committees were formed and the following individuals were appointed to be chairmen of these committees

Brantley Sanders, Funding and Finance	Ken Johnson, Fund Raising
Ken Riley, Rush	Ron Hughston, Chapter Relations
Jason Sanders, Scholarship	Dan Copeland, Physical House
Wayne Williams, Legal	Brant Sanders, National Relations
Chris Sherer, Risk Mgmt.	

The chairman stated that the next order of business was to put for a vote the approval of proposed Amended Articles of Incorporation. Upon motion duly made, seconded and adopted it was

RESOLVED, by the board of directors that they do hereby recommend that the proposed Amended Articles of Incorporation presented to this meeting be adopted as the Official Articles of Incorporation of this corporation.

The chairman announced that the Amended Articles of Incorporation of the corporation, in form as approved by the directors had been filed (or will be filed as soon as possible) in the office of the Probate Judge of Tuscaloosa County, Alabama. It was ordered that upon compilation of recordation and receipt of shall be inserted in the minute book of the Corporation.

The Chairman next presented a proposed form of the amended Bylaws as prepared by counsel, and suggested that it would be appropriate for the board of directors at this time to recommend their adoption. Upon motion duly made, seconded and carried, it was

RESOLVED, by the board of directors that they do hereby recommend that the amended Bylaws presented to this meeting be adopted as the official Bylaws of the corporation.

There being no further business to come before the meeting, the same was duly adjourned.


Secretary

APPROVED:


Chairman