

**State of Idaho**



**Department of State**

**CERTIFICATE OF QUALIFICATION OF  
FOREIGN CORPORATION**

I, **ARNOLD WILLIAMS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**THE PI KAPPA ALPHA HOLDING CORPORATION**

a corporation duly organized and existing under the laws of **Tennessee** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **30th** day of **December**, **1964**, a properly authenticated copy of its articles of incorporation, and on the **30th** day of **December**, **1964**, a designation of **Robert T. Felton** in the County of **Latah** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **30th** day of **December**, A.D. **1964**.

Secretary of State.

# State of Tennessee

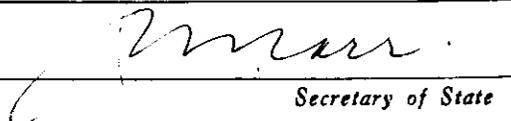


## Department of State

I, JOE C. CARR, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of Incorporation of  
**THE PI KAPPA ALPHA HOLDING CORPORATION**  
which was filed in this office on May 6, 1963 in Charter Record Book Volume 0-24, Page 3054.



IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 18th day of November in the year of our Lord nineteen hundred 64

  
Secretary of State

GENERAL WELFARE

STATE OF TENNESSEE

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Charter of Incorporation

Be It Known, That Earl Watkins, William J. Crosby, J. H. Trimmer, Robert D. Lynn and Ben E. Glasgow

are hereby constituted a body politic and corporate, by the name of and style of

The Pi Kappa Alpha Holding Corporation

for the purpose of the acquisition by purchase, lease, gift or otherwise and the ownership, control, improvement, maintenance and operation of real estate for the exclusive purpose of holding title to any real estate so acquired, collecting the income therefrom and paying over the entire amount thereof, less expenses, to the Pi Kappa Alpha Fraternity, a General Welfare Corporation organized and existing under the Laws of the State of Tennessee for the purpose of the advancement of educational and literary interests of its members, the promotion of social virtues among them and the creation and maintenance of a high standard of life and happiness of its members by uniting them in closer bonds of friendship and brotherly union.

The domicile of this corporation shall be in the City of Memphis, County of Shelby, State of Tennessee.

MEMBERSHIP: The corporation by its by-laws may prescribe who may or become members of the corporation and upon what terms and conditions.

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The general powers of and corporation shall be: (1) To sue and be sued by the corporate name. (2) To have and use a common seal which it may alter at pleasure; if no common seal then the signature of the name of the corporation by any authorized officer shall be legal and binding. (3) Any corporation chartered under the laws of Tennessee for religious, charitable, educational, literary, or other eleemosynary purposes need not be profit shall have the power to receive property real, personal or mixed, by purchase, gift, bequest or request, and the same and apply the proceeds toward the promotion of the objects for which it is created, or hold any such property and apply the income and profits towards such objects. Gifts of money specifically directed in the trust instrument by which any real or personal property, money, or other gifts are given, granted, conveyed, bequeathed, devised to, or otherwise vested in, corporations formed for religious, educational, scientific, or other charitable purposes, the directors, the governing board, or the authorized financial committee thereof, when authorized by the corporation, shall have power to invest funds thus received, or the proceeds of any property thus received, in such investments as in the prudent exercise of their judgment they may, after investigation, determine to be safe and proper investments, and to retain any investments heretofore so made. (4) Any corporation hereof chartered for any of the foregoing purposes desiring to avoid itself of these powers shall submit the question to its directors or trustees at any regular meeting, or special meeting called for the purpose, or to any regular or special meeting of its executive committee, and if a majority of said directors, trustees, or executive committee vote in favor of applying for the amendment, it may then proceed in usual course to file an amendment to its charter. (5) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs. (6) To appoint such subordination officers and agents, in addition to a president and secretary, or treasurer, as the business of the corporation may require. (7) To designate the name of the office and fix the compensation of the officer. (8) To borrow money to be used in payment of property bought by it, and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation, and secure the repayment of the money thus borrowed by mortgage, pledge or deed of trust, upon such property, real, personal, or mixed, as may be owned by it; and it may, in like manner, secure by mortgage, pledge or deed of trust, any existing indebtedness which it may have lawfully contracted.

The said five or more incorporators shall, within a convenient time after the registration of this charter, elect from their number a president, secretary, and treasurer, or the last two officers may be combined into one, said officers and the other incorporators to constitute the first board of directors. Any corporation not for profit may increase its directors or trustees to a number not more than one hundred, by due and proper amendment to its by-laws, unless otherwise specifically provided. In all elections each member to be entitled to one vote, either in person or by proxy, and the result to be determined by a majority of the votes cast. Due notice of any election must be given by advertisement in a newspaper, personal notice to the members, or a day stated on the minutes of the board one month preceding the election. The term of officers may be fixed by the by-laws, but shall not, however, to exceed three years. All officers hold office until their successors are duly elected and qualified.

The general welfare of society, not individual profit, is the object for which this charter is granted, and the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

The board of directors shall keep a record of all their proceedings, which shall be at all times subject to the inspection of any member. The corporation may establish branches in any other County in the State.

The members may, at any time, voluntarily dissolve the corporation by a conveyance of its assets and property to the State of Tennessee, any County or municipality of the State, or to any other corporation holding a charter from the State for purposes not of individual profit, first reserving for corporate debts; provided, that assets and property so conveyed shall be used by the grantee for purposes similar to those of the conveying corporation.

Whenever there has been no meeting of the members for a period of five years or more, and because of the death of members or the condition of the corporate records it is impossible to notify a sufficient number of members to constitute a quorum, notice of a meeting of the members may be made by publication in some newspaper in the County where such corporation has its principal location, at least thirty days before such meeting shall be held. The members after long such meeting shall be deemed to constitute a quorum for the purposes of electing directors or trustees, and authorized such directors or trustees to dissolve the corporation, and convey its property and assets in accordance with this section.

The charter is subject to modification and amendment, and in case said modification or amendment is not accepted, corporate business is to cease, and the assets and property, after payment of debts, are to be conveyed, as aforesaid, to some other corporation holding a charter for purposes not connected with individual profit. Assentance in any modification, thus declared, shall be determined in a meeting of the members especially called for that purpose, and only those votes in favor of the modification shall thereafter constitute the corporation.

The means, assets, income, or other property of the corporation shall not be employed, directly or indirectly, for any other purpose whatever than to accomplish the legitimate objects of its creation, and by no implication shall it engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

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Expulsion shall be the only remedy for the nonpayment of dues by the members, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

We, the undersigned, the incorporators above mentioned, hereby apply to the State of Tennessee for a charter of incorporation for the purposes declared in the foregoing instrument.

Witness our hands this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

SUBSCRIBING WITNESS:

STATE OF TENNESSEE, COUNTY OF \_\_\_\_\_

Personally appeared before me, \_\_\_\_\_, a Notary Public,  
(Clerk of the County Court or Notary Public), the within named incorporators, \_\_\_\_\_,  
\_\_\_\_\_ and \_\_\_\_\_,

with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in \_\_\_\_\_, Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

(Official Title) Notary Public

(Certificate of Probate for subscribing Witness if not acknowledged by all of the Incorporators)

STATE OF TENNESSEE, COUNTY OF \_\_\_\_\_

Personally appeared before me, \_\_\_\_\_ of said County, the within named \_\_\_\_\_ the subscribing witness and incorporator, with whom I am personally acquainted, and who acknowledged that he executed the within application for a Charter of Incorporation for the purposes therein contained and expressed; the said \_\_\_\_\_, subscribing witness to the signature subscribed to the within application, being first duly sworn, deposed and said that he is personally acquainted with the within named incorporators,

and they did in his presence acknowledge that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal at office in \_\_\_\_\_, Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

(Signature of County Court Clerk or Notary Public)

(If Notary Public) My commission expires \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

(Official Title)