

## **Resolution GCC23-1**

### **Update to the Articles of Incorporation**

#### **WHEREAS**

Articles of Incorporation for the Sigma Phi Epsilon Fraternity were drafted and executed and duly recorded with the State of Virginia when the fraternity was incorporated; and

#### **WHEREAS**

The Articles of Incorporation have been amended and restated since they were originally drafted, executed and recorded with the State of Virginia; and

#### **WHEREAS**

The Board of Directors and the fraternity's counsel have determined that the language of the Articles of Incorporation needs to be amended to reflect changes in the composition of the Board of Directors and the registered agent for the corporation; and

#### **WHEREAS**

The Board of Directors of the Sigma Phi Epsilon Fraternity have already passed a resolution amending the Articles of Incorporation; and

#### **WHEREAS**

The Virginia Nonstock Corporation Act requires the Grand Chapter to vote on the amendments approved by the Board of Directors of the Sigma Phi Epsilon Fraternity; and

#### **WHEREAS**

The Board of Directors of the Sigma Phi Epsilon Fraternity recommends that the Grand Chapter approve the proposed amendments to the Articles of Incorporation; therefore be it

#### **RESOLVED**

that Article III of the **Restated Articles of Incorporation of the Sigma Phi Epsilon Fraternity** is amended to read as follows (~~strike through~~ indicates removal of text; *italics* indicates new text):

**Article III.** ~~The affairs of this Corporation shall be managed by a board of directors composed of at least three and not more than eleven members, two of whom shall be the Grand President and the Grand Treasurer, who shall be elected in the manner determined by the voting members of this Corporation as set forth in its Bylaws, subject to the provisions of the Code of Virginia of 1950, as amended, governing the election of such directors. The term of office of the Grand President, Grand Treasurer and student director shall be two years and the term of office of all other directors shall be six years.~~

*All corporate powers shall be exercised and the business and affairs of the corporation shall be managed in the manner specified in the bylaws of the Corporation. The Corporation shall have a Board of Directors which shall have such powers and duties as set forth in the Corporation's bylaws, subject to the provisions of the Code of Virginia of 1950, as amended. The composition of the Board of Directors, and the manner of the election, titles, and terms of such directors, shall be set forth in the Corporation's bylaws, subject to the provisions of the Code of Virginia of 1950, as amended.*

and be it;

**FURTHER RESOLVED**

That Article V of the **Restated Articles of Incorporation of the Sigma Phi Epsilon Fraternity** is amended to read as follows:

Article V. ~~The registered office of the Corporation shall be located in the City of Richmond, Virginia at Two James Center, 1021 East Cary Street (P.O. Box 1320), Richmond, Virginia 23219 (23218-1320). The name and address of its registered agent is Douglas M. Nabhan, who is a resident of Virginia and a member of the Virginia State Bar, and whose business address is the same as the address of the registered office of the Corporation.~~

*The registered office of the Corporation shall be located in the City of Richmond, Virginia at 310 S. Arthur Ashe Boulevard, Richmond, Virginia 23220. The name and address of its registered agent is Brian Warren, who is a resident of Virginia, and whose business address is the same as the address of the registered office of the Corporation.*

Committee: Resolutions Red Committee  
Committee Recommends: Pass  
Grand Chapter Action: Pass

Brendon Beaver, Chairman, Resolutions Red Committee  
58<sup>th</sup> Grand Chapter Conclave – San Antonio, TX – August 2-6, 2023