

SOUTH HAGERSTOWN HIGH SCHOOL REBEL BAND BOOSTERS, INC.

ARTICLES OF INCORPORATION

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1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

Harold V. Iseminger
10837 Oak Valley Drive
Hagerstown, MD 21740

Bradley L. Smith
1921 Applewood Drive
Hagerstown, MD 21740

Elmer T. Ecton, Jr.
17807 Woodcrest Drive
Hagerstown, MD 21740

2. Name. The name of the corporation, hereinafter called the corporation, is South Hagerstown High School Rebel Band Boosters, Inc.

3. Purposes. The purposes for which the corporation is formed are:
--to promote the instrumental music program at South Hagerstown High School (or its successor school);
--to help provide materials needed for the school's instrumental music program (beyond the basic program costs provided by the local school board);
--to enrich the musical experience for the children in the band program by providing transportation to marching and concert programs;
--and to work cooperatively with educators to provide instrumental music programs in the school system so that children may have the opportunity to be exposed to the fine art of instrumental music.

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4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is South Hagerstown High School Rebel Band Boosters, Inc. 1101 South Potomac St., Hagerstown, Maryland 21740. The name and post office address of the resident agent in Maryland is Harold V. Iseminger, 10837 Oak Valley Drive, Hagerstown, Maryland 21740.

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the corporation, and the names of the directors who shall act until the first meeting or their successors are duly chosen are:

Harold V. Iseminger

Bradley L. Smith

Elmer T. Ecton, Jr.

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

The corporation shall

--receive donations, gifts, or grants from private and public sources;

--charge dues or annual assessments from members, if any there be, or from associates of the corporation;

--enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

--make donations, grants, awards, or gifts to any ^{2536 2545} person or institution in furtherance of its purposes;

--have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended; --and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or 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 and exercise of the powers set forth above.

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or attempting to influence legislation. The corporation shall be permitted to help secure adequate funding and policy statements from the local school board and other related government agencies in accordance with the Articles of Incorporation, item number 3.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501 (c) (3) of the Internal Revenue (or corresponding section of any future Federal tax code.)

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or

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scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the bylaws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new bylaws.

In addition to other matters not here described, the bylaws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The bylaws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The bylaws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The bylaws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers and other necessary corporate actions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 5th day of August 1993 and acknowledge the same to be our act.

Harold V. Iseminger (SEAL)
Harold V. Iseminger

Bradley L. Smith (SEAL)
Bradley L. Smith

Elmer T. Ecton, Jr. (SEAL)
Elmer T. Ecton, Jr. 3536 2547