

ARTICLES OF INCORPORATION (Re-Stated) OF  
**South Point High School Band Boosters Association, Incorporated**  
A NON-PROFIT CORPORATION

The undersigned, being of full legal age, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of North Carolina, and further certifies that:

**ARTICLE I - NAME:**

1. The name of the Corporation is South Point High School Band Boosters Association, Inc., referred to as "the Corporation".
2. The existence of the Corporation shall be perpetual.
3. The principal and registered office of the Corporation shall be located, at 906 South Point Road, Belmont, NC 28012.
4. The registered agent of the Corporation is Scott Alexander, whose street address is c/o South Point High School Band Boosters Association, Inc., 906 South Point Road, Belmont, NC 28012.
5. The incorporator of the Corporation is c/o South Point High School Band Boosters Association, Inc., 906 South Point Road, Belmont, NC 28012.

**ARTICLE II - DURATION:**

The period of duration is perpetual.

**ARTICLE III - PURPOSES:**

1. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for, charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. In pursuance of the foregoing purposes, the Corporation shall have the power to provide:

1. Assistance to the Band Director and band faculty in the conduct of an adequate band program at South Point High School;
2. Financial assistance in all areas of the band programs, including but not limited to: a) acquisition and maintenance of band equipment, uniforms, instruments, and miscellaneous equipment; b) music, choreography, drill composition, and training; and c) band related travel, presentation materials and props; and d) fiscal planning, control and management to include revenue generation (fund-raising) and budget planning;
3. Provide oversight and support to the Band Director and band faculty as they manage the day-to-day operations of the Band programs;
4. Support, assistance, and the relief to the burden of government for any and all programs related to the promotion and advancement in instrumental music education and performance.

(b) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate of public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

2. In furtherance of such purposed, the Corporation is empowered:

(a) To provide funds and oversight assistance for the adequate operations of the band program at South Point High School;

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same through consumer credit;

(c) To make and execute agreements, contracts and other instruments necessary or convenient in the exercise of the powers and functions of the Corporation, including contracts with any persons, firm,

corporation, governmental agencies or other entity to facilitate the purposes of the corporation.

(d) To employ consultants and employees as may be required in the judgement of the Corporation and to fix and pay their compensation from funds available to the Corporation.

(e) To have those powers and purposes set further in Chapter 55A of the North Carolina General Statutes.

3. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Three and with its status under Section 501(c)(3) of the Internal Revenue Code or successor Code Section.

4. In any and all of its activities, the Corporation shall not pursue a policy with respect to members, staff, or others related to such programs that discriminates in any way on the basis of sex, race, color, disability, creed, religion, sexual orientation, national origin, or previous condition of servitude.

#### **ARTICLE IV - DISSOLUTION**

In the event of the dissolution of the Corporation, or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after payment of the Corporation's debts shall be conveyed or distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article III.1(a) hereof, and which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, other than one created for religious purposes, or shall be distributed to South Point High School, a ward of Gaston County, North Carolina, exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE V – BOARD OF DIRECTORS AND OFFICERS:**

1. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation shall be at least three (3) and no more than eleven (11). The number and terms of the directors can be changed from time to time pursuant to the Bylaws.
2. Terms begin June 1st and end May 31st of the years indicated, and shall be for one (1) year. The directors shall serve without compensation and cannot serve for more than two consecutive years, with the exception of the South Point High School Band Director. The directors, other than the South Point High School Band Director, shall be elected by the voting members of the Corporation at the annual spring meeting.
3. The officers of the Corporation, as provided by the Bylaws of the Corporation, shall consist of a President, Vice President, Secretary and Treasurer. These officers shall be elected by the Board of Directors from the members of the Board of Directors of the Corporation and shall serve until their successors are elected and have qualified. The directors shall elect the officers of the Corporation at the annual spring meeting, for terms of one year.
4. The semi-annual meetings shall be held in accordance with the Bylaws.
5. The directors and officers shall have the power and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a non-profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. No member of the Board of Directors shall have personal liability arising out of any action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a board member; provided that the foregoing shall not limit or eliminate the personal liability of a board member with respect to: (i) any acts or omission that the board member at the time of the breach knew or believed were clearly in conflict with the best interest of the corporation or contrary to these Articles or the Bylaws, (ii) any liability of such board member arising under sections 55A-8-32 or 55A-8-33 of the North Carolina General Statutes in connection with any loan, guaranty or other form of security made or provided by the corporations to or for the benefit of any of the board members or officers of the Corporation, other than loans, guarantees or other forms of security made to full-time employees of the corporation by action of the board members in accordance with provisions of Section 55A-8-31(a)(1) of the North Carolina General Statute, (iii) any transaction from which such director derived an improper personal financial benefit (other than reasonable compensation or other reasonable incident benefit from and on account of such board member's services as a board member, officer, employee, independent contractor, attorney or consultant of the corporation. Notwithstanding the foregoing provisions, in the event that section 55A-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the board member, the personal liability of the board members shall be limited or eliminated to the fullest extent permitted by applicable law.

**ARTICLE VI – MEMBERS:**

1. The Corporation shall not have any capital stock. The Corporation is a nonstock Corporation under the North Carolina law.
2. The Corporation shall consist of two (2) classes of members: voting members and advisory members.

- (a) Voting Members. Voting members shall be those persons who have students enrolled in band programs at South Point High School and are required to pay dues to the Corporation for the support of such programs as related to Article III of the Articles of Corporation and Article II of the Bylaws. Only voting members shall have a right to vote for directors and on other matters affecting the Corporation as allowed by these Articles and the Bylaws of the Corporation. Voting members shall be permitted at any scheduled or special meeting.
- (b) Advisory Members. Advisory members shall be: 1) those persons who are members of and enrolled in South Point High School Band Programs at any time during the school year; 2) graduated alumni of South Point High School who have participated in at least five of eight semesters of band programs at South Point High School; 3) salaried faculty of South Point High School band programs who are employees of Gaston County Schools; 4) faculty of South Point High School band programs who are either paid or unpaid consultants paid by the Corporation; and 5) all other individuals or corporations who subscribe to and express a willingness to support the Corporation's goals, purposes and programs. Advisory members shall have no right to vote for directors or on any other matters affecting the Corporation. Advisory members shall be permitted to attend any scheduled or special meeting. Advisory members may influence voting members and the Board of Directors on all matters affecting the Corporation.

**ARTICLE VII -- BYLAWS:**

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles hereof.

**ARTICLE VIII -- AMENDMENTS:**

These Articles may not be amended without a proper vote of the Board of Directors and the written approval of the said Secretary.

Signed this 26<sup>th</sup> day of June, 2011.

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[ORIGINAL SIGNED]

Tim Pressley, President