

RESTATED AND AMENDED ARTICLES OF INCORPORATION

Article I – Name

1.01 Name

The name of this corporation is Rebel Band Booster Club, Inc. The business of the corporation may be conducted as Rebel Band Booster Club, Inc. or RBBC.

Article II – Duration

2.01 Duration

The period of duration of the corporation is perpetual.

Article III – Purpose

3.01 Purpose

Rebel Band Booster Club, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Rebel Band Booster Club, Inc.'s purpose is to promote, stimulate interest in, and assist in the financing of the band and guard program of James F. Byrnes High School. Its further purpose is to assist directors of the school band and guard in the maintenance of these programs, to cooperate with school authorities, and promote school spirit. Its further purpose is to increase the interest of the faculty, student body and the community in the band and guard.

3.02 Public Benefit

Rebel Band Booster Club, Inc. is designated as a public benefit corporation.

Article IV – Non-Profit Nature

4.01 Non-profit Nature

Rebel Band Booster Club, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Rebel Band Booster Club, Inc. 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 rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof and consistent with these Articles.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Rebel Band Booster Club, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Rebel Band Booster Club, Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code or any corresponding provision of any future federal tax code, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to Rebel Band Booster Club, Inc. Preference will be given to James F. Byrnes High School for the use of the band program, to the extent it is still in existence.

The organization to receive the assets of the Rebel Band Booster Club, Inc. shall be selected at the discretion of a majority of the Board of Directors of the Rebel Band Booster Club, Inc. and, if its members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of competent jurisdiction against the Rebel Band Booster Club, Inc. by one or more of the members of its Board of Director, at the expense of the Rebel Band Booster Club, Inc., which petition shall contain such allegations as reasonably indicate an intent to accomplish dissolution in accordance with this provision of the Articles. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets.

In the event that the court finds that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Rebel Band Booster Club, Inc., then the court shall direct the distribution of assets that are lawfully available for distribution to the Treasurer of the State of South Carolina to be deposited into the state's general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Board of Directors

5.01 Governance

Rebel Band Booster Club, Inc. shall be governed by a board of directors.

5.02 Directors Upon Adoption

The directors at the time of the adoption of these Restated and Amended Articles of Incorporation are:

Jeff Ward	Ann Seto	Jennifer Owens
Teresa Dempsey	Angie Gohs	Paul Abrams
Perry Gosnell	Lorinda Collins	Kate Johnson
Sheri Byrd	Cindy Compton	

ARTICLE VI

Membership

6.01 Members

Rebel Band Booster Club, Inc. shall have members as defined by the Bylaws. The management of the affairs of the corporation, however, shall be vested in the Board of Directors, as further defined by the corporation’s Bylaws.

ARTICLE VII

Amendments

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the membership in good standing at the time of the vote and in accordance with the corporation's Bylaws.

ARTICLE VIII

Addresses of the Corporation

8.01 Corporate Address

The physical address of the corporation is:

Rebel Band Booster Club, Inc.
150 East Main Street
Duncan, SC 29334

The mailing address of the corporation is:

Rebel Band Booster Club, Inc.
P.O. Box 761
Duncan, SC 29334

ARTICLE IX

Registered Agent

9.01 Registered Agent

The registered agent of the corporation is:

Paul Abrams

The registered agent is on file with the South Carolina Secretary of State's office and is unaffected by these Restated and Amended Articles of Incorporation.

CERTIFICATE OF ADOPTION OF RESTATED AND AMENDED ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above Restated and Amended Articles of Incorporation of Rebel Band Booster Club, Inc. were approved by a two-thirds majority of the membership in a regular meeting of the membership with 30 days' notice given to the membership of the substance of these amendments, on [insert date], and constitute a complete copy of the Restated and Amended Articles of Incorporation of Rebel Band Booster Club, Inc.

Jeff Ward, Director & President

Ann Seto, Director & VP Development

Jennifer Owens, Director & VP Ways
and Means

Teresa Dempsey, Director & VP Operations
(Band)

Angie Gohs, Director & VP Operations
(Guard)

Paul Abrams, Director &
VP Communications

Perry Gosnell, Director & VP Equipment

Lorinda Collins, VP Administration &
Special Projects

Kate Johnson, Director & Treasurer (Band)

Sheri Byrd, Director & Treasurer (Guard)

Cindy Compton, Director & Secretary