

ARTICLES OF INCORPORATION
OF
BEN DAVIS BAND BOOSTERS, INC.

The undersigned incorporator, desiring to form a nonprofit corporation (hereinafter referred to as the “Corporation”), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the “Act”).

ARTICLE I

Section 1.1. The name of the Corporation is Ben Davis Band Boosters, Inc. (hereinafter referred to as the “Corporation”).

ARTICLE II

Purposes

Section 2.1. Purposes. The Corporation is a public benefit corporation organized exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as the future United States revenue law. As thus limited, the purposes for which the Corporation is organized are to provide support toward the advancement for the Ben Davis High School Band (the “Band”), to promote awareness of the Band programs throughout the community pride through the Band’s activities.

ARTICLE II

Period of Existence

Section 3.1. Period of Existence. The period during which the Corporation Shall continue is perpetual.

ARTICLE IV

Registered Agent and Registered Office

The name of the Registered Agent is Jon M. Bailey, and the address of the Registered Office at which the Registered Agent may be reached is Bose McKinney & Evans, 2700 First Indiana Plaza, 135 North Pennsylvania Street, Indianapolis, Indiana 46204.

ARTICLE V

Membership

Section 5.1. Members. There shall be one (1) class of membership. Membership shall be open to any person who is over the age of eighteen (18) years of age and not currently enrolled at Ben Davis High School and professes an interest in actively supporting the mission of the Band; provided, however, that the Code of By-Laws of the Corporation may specify certain criteria to be used by the Board of Directors from time to time to determine whether a person qualifies for membership.

Section 5.2. Rights, Preference, Limitations, Restrictions of Classes. All members of the Corporation shall have the same rights, preferences, limitations, and restrictions as the other members of the class of members to which they belong.

Section 5.3. Voting Rights. Each member shall be entitled to one vote each on any matter submitted to a vote of the members. Members shall not be permitted to exercise their vote by proxy.

ARTICLE VI

Directors

Section 6.1. Number of Directors. The Initial number of Directors is five (5). Hereafter, the number of Directors of the Corporation and their election shall be fixed by the code of By-Laws of the Corporation, But in no event shall the number be less than three (3).

Section 6.2. Names and Post Office Address of the Directors. The names and post office address of the initial Board of Directors are:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City and State</u>	<u>Zip Code</u>
Katrina Black	7036 Greenspring Rd.	Indianapolis, IN	46214
Rickie Wallace	8194 Old Farm Lane	Indianapolis, IN	46214
Kaye Popcheff	6516 Westdrum Rd,	Indianapolis, IN	46241
Nancy J. Phillips	926 Haymount Drive	Indianapolis, IN	46231-1396

Section 6.3. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of By-Laws of the Corporation and shall, if the By-Laws shall so provide, be divided into as many groups whose terms of office expire at different times as the By-Laws shall provide; provided, however, that no term of office shall continue longer than five (5) years.

Section 6.4. Removal of Directors. Any or all members of the Board of Directors of the Corporation may be removed at any time with or without cause by a vote of the majority of all the members of the Board of Directors held during any meeting of the Board of Directors called expressly for that purpose.

ARTICLE VII

Incorporator

Section 7.1. Name of Post Office Address. The name and post office address of the incorporator of the Corporation is J. Scoot Enright, Bose McKinney & Evans, 2700 First Indiana Plaza, 135 North Pennsylvania Street, Indianapolis, IN 46204.

ARTICLE VIII

Provisions for the Regulation and Conduct of the Affairs of the Corporation

Section 8.1. Powers. To carry out the purposes set forth above, the Corporation shall have the powers enumerated in the Indiana Nonprofit Corporation Act of 1991, as the same may be amended from time to time; provided, however, that notwithstanding any other provision of these Articles or any provision of said Act or any other law, the Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall a substantial part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State revenue law).

Section 8.2. Restriction Upon Inurement of Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private individuals, 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 II hereof.

Section 8.3. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 8.4. Dissolution. Upon dissolution, the net assets of the Corporations shall be transferred to such nonprofit corporation or corporations which are in existence at such time, and which are organized at such time for purposes substantially the same as those of the Corporation, and which qualify at such time as exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law), as the Board of Directors of the Corporation may determine.

Section 8.5. Distributions of Income The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States revenue law).

Section 8.6. Prohibited Transactions. If at any time it is determined by the Internal Revenue Service that the Corporation is determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law), it shall not, for so long as it continues to be a private foundation within such meaning, engage in any of the following transactions or do any of the following acts:

- (a) Engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law);
- (b) Retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law);
- (c) Make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law);

- (d) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

Section 8.7. Interest of Director in Contracts. Any contract or other transactions between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between to Corporation and any corporation or associations of which one or more of its Directors are shareholders, members, directors, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transactions, and notwithstanding such Director's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculation the majority of such quorum necessary to carry such vote; provided, however that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of the funds for private benefit.

Section 8.8. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any individual made a party to any action, suit or proceeding by reason of the fact that such individual is or was a director, officer, employee or agent of the Corporation against all liability and reasonable expense incurred or suffered by such individual I connection therewith , if:

- (a) the individual's conduct was in good faith; and
- (b) the individual reasonably believed:
 - (i) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and
 - (ii) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interest; and

- (c) in the case of any criminal proceeding, the individual either:
 - (i) had reasonable cause to believe the individual's conduct was lawful; or
 - (ii) had no reasonable cause to believe the individual's conduct was unlawful.

The terms used in this Article VIII shall have the same meaning as set forth in IC 23-17 et seq. Nothing contained in this Section shall limit or preclude the ability of the Corporation to otherwise indemnify or to advance expenses to any director, officer, employee, or agent.

The rights of indemnification, reimbursement and advance payments set forth above shall not be deemed exclusive of any other rights to which such individual may be entitled apart from the provisions of the Article, and shall inure to the benefit of the heirs and legal representatives of such individual. This section shall be construed in a manner consistent with the proscriptions of these Articles against the Corporation's use or application of its funds for private benefits.

Section 8.9. Code of By-Laws. The Board of Director of the Corporation shall have the power to make, alter, amend or repeal a Code of By-Laws providing for the internal regulation and conduct of the affairs of the Corporation, provided that a number of Directors equal to a majority of the Board of Directors votes affirmatively for such action.

Section 8.10. Amendment. These Articles may be amended by the affirmative vote of a majority of the member of the Corporation present and voting at a duly called and held meeting.