

(Proposed revisions to Articles of Incorporation as suggested by our attorney – February 2010)  
NOTIFICATION – A VOTE WILL BE TAKEN ON THESE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION AT THE SPRAYBERRY BAND BOOSTERS MEETING  
TUESDAY – FEBRUARY 16, 2010 – 7:00 PM – SPRAYBERRY HIGH SCHOOL BAND ROOM  
2525 SANDY PLAINS ROAD, MARIETTA, GA 30066

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SPRAYBERRY BAND BOOSTERS ASSOCIATION, INC.**

The Articles of Incorporation (the “Articles of Incorporation”) of Sprayberry Band Boosters Association, Inc. (the “Corporation”), which were filed with the Secretary of State of the State of Georgia on February 29, 2008, are hereby amended and restated in their entirety as follows:

**ARTICLE I.**

The name of the Corporation is Sprayberry Band Boosters Association, Inc.

**ARTICLE II.**

The Corporation shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and Treasury Regulations issued thereunder (the “Regulations”). The Corporation shall supplement the needs of the Sprayberry High School Band Program (the “Band”) not supplied by the Cobb County School System, by seeking neither to direct the administrative activities nor control its policies, but rather to work in partnership with the Director(s) of the Band and Band Staff to develop, implement and support the programs and goals of the Band. The specific purpose for which the Corporation is organized includes, but is not limited to, to foster, conduct and coordinate the activities of the Corporation and cooperate with the Director(s) of the Band and other school authorities in matters of education, recreation and the financial support of the needs and activities of the Band.

In addition, the Corporation shall have all those general powers specified in §§ 14-3-302 and 304 of the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the State of Georgia. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

### **ARTICLE III.**

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, trustees or other private persons, provided, however, 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.

No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

### **ARTICLE IV.**

The registered office of the Corporation is located at 2525 Sandy plains Road, Marietta, GA 30066. The registered agent of the Corporation at that address is Andrew Esserwein.

### **ARTICLE V.**

The mailing address of the Corporation is 2525 Sandy plains Road, Marietta, GA 30066.

### **ARTICLE VI.**

Provisions for the regulation of the internal affairs of the Corporation are to be as specified in the Bylaws of the Corporation.

### **ARTICLE VII.**

The Corporation will have members, and the qualifications for membership will be as set forth in the Bylaws of the Corporation.

**ARTICLE VIII.**

These Amended and Restated Articles of Incorporation were approved by the members in accordance with § 14-3-1003 of the Georgia Nonprofit Corporation Code.

**ARTICLE IX.**

Upon dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over any of the assets of the Corporation received and held by the Corporation subject to limitations permitting their use only for charitable, educational and similar purposes to any other organization which qualifies to preserve the Corporation's nonprofit tax status under Section 501(c)(3) of the Code and the Georgia Nonprofit Corporation Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were approved by the members of the Corporation and were executed by its duly authorized officer this \_\_\_\_ day of January, 2010.

SPRAYBERRY BAND BOOSTERS ASSOCIATION, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_