

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (5 sheets) to be a true copy of

ARTICLES OF INCORPORATION

OF

CARY TOWN BAND

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 3rd day of April in the year of our Lord 1990.



Rufus L. Edmisten

Secretary of State

ARTICLES OF INCORPORATION
 OF
 CARY TOWN BAND
 (Name of Corporation)

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators for the purpose of creating a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act", and the several amendments thereto, do hereby set forth:

1. The name of the corporation is Cary Town Band

2. The period of duration of the corporation shall be perpetual

(May be perpetual or for a limited period)

3. The purposes for which the corporation is organized are:

A social and educational organization for the performance of band music primarily for the citizens of Cary. This includes performances, among others, at the following:

- o Town events
- o Patriotic events
- o Civic organization events
- o School concerts
- o Sponsored events

4. The corporation is to have the following class or classes of members: (If there are to be no members, so state.)

- o Bandmaster
 - o Tenured member
 - o Alternate member
 - o Social member
- (see Item 10e)

5. Directors of the corporation shall be elected in the following manner:

In accordance with the bylaws

6. The address of the initial registered office of the corporation is as follows:

Street address, (if none, so state) 921 Tanglewood Drive

City or town Cary, North Carolina 27511

County Wake

The name of the initial registered agent of the corporation at the above address is _____

James R. Hammerle, Bandmaster

7. The number of directors constituting the initial board of directors shall be Three and the names and addresses (including street and number, if any) of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN	
James R. Hammerle, Bandmaster	921 Tanglewood Drive	Cary, North Carolina	27511
C.V. Hammerle	921 Tanglewood Drive	Cary, North Carolina	27511
E.D. Schiller	1402 Soterland Road	Cary, North Carolina	27511

8. The names and addresses (including street and number, if any) of all the incorporators are:

NAME	STREET ADDRESS (If none, so state)	CITY OR TOWN	
James R. Hammerle, Bandmaster	921 Tanglewood Drive	Cary, North Carolina	27511

9. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to

Enter into legal agreements for provision of facilities and services for the use of the organization in accordance with its purpose or for the provision of services by the organization.

10. *

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, or officers.
- b. All funds received by the corporation must be used in support and maintenance of the corporation itself, with no profits accruing to the membership.
- c. Upon a three-quarters vote of all tenured members the corporation may be dissolved. Upon the dissolution of the corporation, the Board of Trustees 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 by donation to the Town of Cary.
- d. Artistic direction of the organization will be solely the responsibility of the Bandmaster.
- e. Membership at any level will be proposed by the membership committee and approved by majority vote of tenured members. Proposals may be vetoed by the Bandmaster. Membership may be terminated by resignation or by recommendation of membership committee. Membership levels:
 - o Bandmaster
 - o Tenured members - musicians assigned in accordance with orchestration defined by the Bandmaster.

- o Alternate members - musicians assigned in accordance with reserve determined by the Bandmaster
- o Social members

Committee Responsibilities:

- o Finance
 - Checkbook, deposits and withdrawals
 - Dues collection and donations
 - Annual financial statement and tax form preparation
 - o Membership
 - Recommendations of initiation or termination of membership and changes of membership levels
 - o Property
 - Procurement, assignment, storage, and maintenance of music, uniforms, and other equipment used by the organization
 - o Publicity
 - Efforts at obtaining favorable publicity for the organization and its events
 - Programs preparation and printing
 - Brochures, posters, etc.
 - o Social
 - Refreshments for members
 - Planning and implementing social events for the members
- f. All committee chairmen form the executive committee:
- o Executive Committee Chairman - Bandmaster
 - o Chairman of Finance Committee - Treasurer
 - o Chairman of Membership Committee
 - o Chairman of Property Committee
 - o Chairman of Publicity Committee
 - o Chairman of Social Committee
- Committee Chairman will be appointed by Chairman of Executive Committee, Chairman will choose their committee members.
- g. A quorum of four may conduct a meeting of the Executive Committee. A majority vote of the committee will prevail.
- h. Membership dues and assessments will be determined by the Finance Committee.
- i. The source of funding for the organization will be donations by civic, business and social sponsors and cooperative efforts with the Town of Cary.
- j. Liaison with the Cary Parks and Recreation Department will be solely via the Bandmaster

k. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall no 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- 1) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IN TESTIMONY WHEREOF, we have hereunto set our hands, this the 5th day
of November, A.D. 1987.

x J. P. H. H. H. H. H.

STATE OF North Carolina
COUNTY OF Wake

This is to certify that on the 5th day of November, A.D. 1987, before
me, a ^{notary} James R. Hammerle personally appeared



who, I am satisfied, are the persons named in and who executed the foregoing Article of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

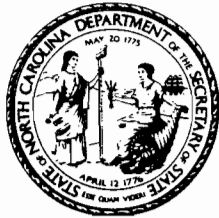
In Testimony Whereof, I have hereunto set my hand and official seal, this the 5th day
of November, A.D. 1987.

(L. S.)

[Signature]
my commission expires 10/20/90

*Insert any provisions desired to be included in the Articles of Incorporation such as: regulation of internal affairs of the corporation, any matters required to be set forth in the by-laws, etc. See Chapter 55A of the General Statutes.

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF AMENDMENT

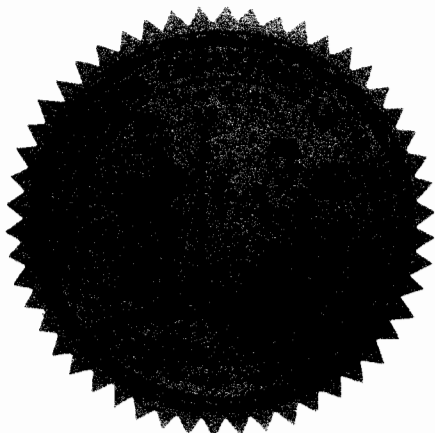
OF

CARY TOWN BAND

and the probates thereon, the original of which was filed in this office on the 3rd day of April, 1990 after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 3rd day of April in the year of our Lord 1990.



Rufus L. Edmisten

Secretary of State

ARTICLES OF AMENDMENT
TO THE CHARTER OF
Cary Town Band

(Name of Corporation)

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

I

Name of the corporation Cary Town Band

II

At a regularly convened meeting of the directors/~~members~~ (strike word inapplicable) of the corporation held on the 29 day of March, A. D. 1990, the following amendment to the articles of incorporation was adopted:

see attached

III

(Strike inapplicable paragraph)

There are no members of the corporation having voting rights. The above amendment received the affirmative vote of a majority of the directors in office.

or

~~The corporation has members with voting rights. A quorum was present at the meeting held on the above date, and the said amendment received at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meetings.~~

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President and Secretary this 29 day of March, A. D. 1990.

By: J. R. Hammerle
President
Edward D. Schiller
Secretary

STATE OF North Carolina
COUNTY OF Wah

This is to certify that on this the 30 day of March, A. D. 1990, personally appeared before me James R. Hammerle and Edward D. Schiller, each of whom, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

Elaine D. Dadd
Notary Public

My Commission expires: 2-24-91

AMENDMENTS

add to 3.

These purposes for which the Cary Town Band is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

change 7.

Delete C.V. Hammerle

Add E. Vlasny, 1108 Tanglewood Dr.
Cary, North Carolina 27511

change 10 c.

Delete in entirety

Add

Upon a three-quarters vote of all tenured members the corporation may be dissolved. Upon the dissolution assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. 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 located, exclusively for such purposes.