

ARTICLES OF INCORPORATION  
OF  
HERNDON HIGH SCHOOL BAND PARENTS ASSOCIATION  
(a non stock corporation)

The undersigned person, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, as amended, hereby executes the following articles of incorporation and sets forth:

ARTICLE I

Corporate Name: The name of the Corporation is HERNDON HIGH SCHOOL BAND PARENTS ASSOCIATION.

ARTICLE II

Exempt Status: The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been) formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of, its directors or officers. 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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United

States internal revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future united States internal revenue law).

### ARTICLE III

Corporate Purposes: The purposes for which the Corporation is to be formed are for educational and charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 and are as follows:

To assist Herndon High School in the maintenance, execution and general support of the Herndon High School band program or other related activities involving the music education program at Herndon High School and other musical activities for the general public in and around Herndon, Virginia.

To these ends the Corporation shall do the following:

(a) Acquire by purchase, lease, gift, bequest, devise or otherwise, personal and real property.

(b) Sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation.

(c) Enter into, make and perform contracts of every kind and description with any corporation, association, firm, person, public or private, foreign or domestic, with any government or with any state, territory, province, municipality, or other political subdivision or with any government agency, foreign or domestic.

(d) Collect membership dues and fees as directed by the Board of Directors.

(e) In furtherance of its corporate powers, the Corporation shall have all general powers enumerated in section 13.1-826 of

the 1950 Code of Virginia, as amended, except powers that would not be in furtherance of the purposes of the corporation and the corporation's intent to be a tax exempt corporation.

#### ARTICLE IV

Membership and Dues: The membership of the Corporation is open to any individual, male or female, or family (wishing to participate, as a family unit), who support the purposes of the Corporation. Membership is also open to any business, partnership, agency, organization, or corporation located in Fairfax county, Loudoun county, and the greater metropolitan area, who support the purposes of the Corporation. Additional membership procedures shall be stated in the Bylaws. There shall be one class of members.

#### ARTICLE V

Election and Appointment of Directors: The Directors shall be elected by the members at the annual meeting in accordance with the Bylaws.

#### ARTICLE VI

Registered Agent:The initial registered office shall have as its address 1035 Sterling Road, suite 105, Herndon, Virginia 22070 which is located in Fairfax county; the name of the Registered Virginia, whose business office is 1035 Sterling Road, Suite 105, Fairfax County, Herndon, Virginia 22070, and who is a member of the Virginia State Bar.

## ARTICLE VII

Board of Directors: The names and addresses of the initial directors are:

Arthur Blorldin .  
12842 Fantasia Drive  
Herndon, Virginia 22070

Frank Crotty  
863 Moffett Forge Road  
Herndon, Virginia 22070

Pete Pfeiffer.  
500 Dranesville Road  
Herndon, Virginia 22070

Joanne McCammon  
736 Park Avenue  
Herndon, Virginia 22070

Debbie Reams  
696 Old Hunt Way  
Herndon, Virginia 22070

Glenda Rogers  
12208 Sugarcreek Court  
Herndon, Virginia 22070

Dennis Roth  
11262 Center Harbor Road  
Reston, Virginia 22090

## ARTICLE VIII

Indemnification of Directors. Officers. Employees. and Agent:

The Corporation shall indemnify an individual against liability, who has at any time served or serves as a director or officer of the corporation and is made a party to a proceeding because he is or was a director, officer, employee or agent of the Corporation, if he (a) conducted himself in good faith, and (b) believed his conduct to be in the best interests of the Corporation, or (c) had

no reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an individual against liability in connection with any proceeding in which he is adjudged liable to the Corporation or in which it is charged that personal benefit was improperly received by him, whether or not the action was performed in his official capacity.

ARTICLE IX

Dissolution: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.

WITNESS the following signature this 25 day June, 1992.

**Incorporator:**

  
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Joanne McCammon