

**ARTICLES OF INCORPORATION
OF
CITY OF FAIRFAX BAND ASSOCIATION, INC.**

The undersigned, do hereby form a nonprofit corporation pursuant to Section 13.1-801, *et seq*, 1950 Virginia Code, as amended, known as the "Virginia Non-Stock Corporation Act".

ONE: The name of the corporation shall be CITY OF FAIRFAX BAND ASSOCIATION, INC., ("the Corporation").

SECOND: The purpose or purposes for which the Corporation is organized are:

for charitable, educational and scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, as amended ("Code"), or corresponding provisions of any subsequent Federal Tax Law and in furtherance, but not in limitation thereof, to stimulate, promote and develop interest in the musical environments, to educate the general public in the musical environment, to advance the national culture in the musical environment through the performance of, and education in the wind and percussion ensemble, and symphonic band musical literatures; to provide opportunity for development of individual musicianship and musical skills; and for individual musical expression and enjoyment of music among its membership and the general public.

No part of the net earning of the Corporation shall inure to the benefit of any member or other individual. None of the property of the Corporation shall be distributed directly or indirectly to any member of the Corporation or other individual. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. In the event of the dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such organizations as shall qualify at the time as exempt organizations described in Code section 501(c) (3) as the Board of Directors shall determine. The Corporation shall not engage in any transaction or do or permit any act or omission which shall operate to deprive it of its tax exempt status under section.501(c)(3) of the Code.

If the Corporation is a private foundation as defined in section 509 of the Internal Revenue Code,

(1) the Corporation will 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, or corresponding section of any future Federal Tax Code.

(2) the Corporation will not engage in any act of self dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

(3) the Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

(4) the Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

(5) the Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the aforesaid purposes and powers of the Corporation and shall exercise all powers possessed by Virginia corporations of similar character, including but not limited to the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

THIRD: The qualifications, rights and limitations of members shall be as set forth in the By-Laws of the corporation, provided that members shall have the right to vote in the election of the Corporation's Directors.

FOURTH: The Corporation shall have only one class of members.

FIFTH: The address of the corporation's initial registered office is 10511 Judicial Drive, Fairfax, Virginia 22030, located in the City of Fairfax, and the name of the corporation's initial registered agent is JOHN C. HALE who is a resident of the State of Virginia and a member of the Virginia State Bar.

SIXTH: The Corporation shall exist perpetually, unless dissolved by operation of law or otherwise.

SEVENTH: The number of Directors constituting the initial Board of Directors shall be seven (7) and the names and addresses of the persons who are to serve as such Directors are as follows:

INITIAL CLASS ONE DIRECTORS:

JOHN J. MAURO, Associate Conductor
ROBERT A. POULIOT, Music Director

INITIAL CLASS TWO DIRECTORS:

DAVID R. ABELL
JO ANN AZZARELLO
AMY L. LACIVITA
STANLEY C. SHELTON
MARIANNE K. SERBU

The initial Board of Directors shall serve until the first annual meeting of the members. The Board of Directors shall be divided into two classes as follows:

7.1 Class One Directors. The members shall elect one (1) Music Director and one (1) Associate Conductor who shall serve as Class One directors. The term of each Class One Director shall be for a period of thirty (30) years beginning at the first annual meeting of the members, subject, however to their earlier removal, with or without cause, by the members. The Music Director and Associate Conductor shall be elected at a duly held meeting where

two-thirds (2/3) of the Corporation membership is in attendance and three-fourths (3/4) of those members present must vote in favor of such Class One Directors. No Class One Director shall be removed nor shall a vacancy of a Class One Director be filled except by the members in which two-thirds (2/3) of the Corporation membership is in attendance and three-fourths (3/4) of those members present vote in favor of the filling of a vacancy or removal of a Class One Director. Notwithstanding the foregoing, the Board of Directors shall have authority to fill the position of Class One Director on an interim basis until the position is filled by the members as set forth above.

7.2 Class Two Directors. The members shall elect the Class Two Directors who shall consist of all Directors other than the two (2) Class One Directors identified in Article 7.1 above. The term of each Class Two Director shall be for two (2) years.

7.3 Officer Directors. Any officers elected by the members shall be appointed as Directors.

The total number of Directors which shall constitute the board of directors shall be as from time to time fixed by the bylaws, but in no event shall there be less than three (3) directors.

EIGHTH: The private property of the incorporators, directors, and officers shall not be subject to the payment of corporate debts to any extent whatsoever. Director and officer liability is hereby eliminated to the extent permissible under applicable law and expressly as authorized under Section 13.1-870.1(A)(1), 1950 Code of Virginia, as amended, together with any amendments and replacement sections which may be enacted in the future.

NINTH: Except as set forth in these Articles of Incorporation or the Bylaws, the sole power to elect, remove and fill any vacancy on the Board of Directors shall be vested exclusively in the members of the corporation. The Bylaws of the corporation shall only be altered, amended, or repealed by three-fourths (3/4) majority of the members present and voting at any regular meeting or any special meeting of the members after notice is given as required by law and the Bylaws of the Corporation. The Board of Directors shall have no authority to alter, amend or repeal the Bylaws of the corporation but shall have authority to adopt an initial set of bylaws consistent with these articles of incorporation. The Class Two Directors will serve without compensation. The Board of Directors will fix the compensation of the Class One Directors.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Virginia, we, the undersigned constituting the incorporators of the Corporation, have executed these Articles of Incorporation this July 20, 1994.

NOTE: The signatures of the initial Class One and Class Two Directors named in Article Seven are on file.

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