

**ARTICLES OF INCORPORATION  
OF  
ALABAMA BRASS CONSORTIUM**

In accordance with the Alabama Nonprofit Corporation Act, the undersigned incorporator, being of full legal age and capacity, hereby makes and files these Articles of Incorporation and certifies that:

**ARTICLE 1  
NAME**

The name of this corporation shall be Alabama Brass Consortium.

**ARTICLE 2  
PURPOSE**

This corporation is organized as a nonprofit corporation established to operate exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or regulation, and to establish, maintain and operate, directly or indirectly, programs and issues relating to brass music and musicians, through education, performance, composition, and community service, and to carry out the general objects and purposes of the Corporation. The Corporation is irrevocable dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, and individual.

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 or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

### **ARTICLE 3**

#### **POWERS AND DISSOLUTION**

1. The Corporation is empowered to:
  - (a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article 2 hereof.
  - (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
  - (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.
  - (d) The Corporation shall possess and may exercise all of the powers and privileges granted by the laws of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in

furtherance of its charitable purposes other than as an insubstantial part of its activities or which are not permitted under Section 501(c)(3) of the Internal Revenue Code.

2. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE 4**  
**TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

**ARTICLE 5**  
**MEMBERSHIP**

The Corporation shall be organized as a nonmembership corporation.

**ARTICLE 6**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Doug Bristol

Rt. 1 Box 579-B

Ramer, AL 36069

**ARTICLE 7**  
**DIRECTORS**

**SECTION 1. NUMBER**

The affairs of the Corporation are to be managed by a Board of Directors, the exact number of Directors to be specified in the Bylaws of the Corporation.

**SECTION 2. ELECTION AND TERM OF OFFICE**

The Directors of the Corporation shall be nominated and elected for terms and in the manner shall be fixed in the Bylaws of the Corporation from time to time.

**SECTION 3. POWERS**

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

**SECTION 4. INITIAL BOARD**

The initial Board of Directors of the Corporation shall consist of six (6) members. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Doug Bristol	Rt. 1 Box 579-B Ramer, AL 36069
Richard Perry	29 Falcon Lane #41 Montevallo, AL 35115
Joe Ardovino	142 Douglas Drive Alabaster, AL 35007



**ARTICLE 10**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The address of the initial registered office of the corporation is Rt. 1 Box 579-B, Ramer, AL, 36069.

The registered agent at that address is Doug Bristol.