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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TB

9/23/08

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: West Broward High School Band Parents Association, Inc.

DOCUMENT NUMBER: N08000005799

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mr. Michael R. Markcity, Esq.

(Name of Contact Person)

Law Offices of Markcity, Rothman & Cantwell, PA

(Firm/ Company)

8181 W. Broward Boulevard, Suite 300

(Address)

Plantation, Florida 33324

(City/ State and Zip Code)

For further information concerning this matter, please call:

Mr. Michael R. Markcity, Esq.

(Name of Contact Person)

at ( 954 ) 474-3616

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WEST BROWARD HIGH SCHOOL BAND PARENTS ASSOCIATION, INC.  
(A Florida Not-For-Profit Corporation)**

**FILED**  
2008 SEP 18 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, WEST BROWARD HIGH SCHOOL BAND PARENTS ASSOCIATION, INC., a Florida Not-For-Profit Corporation (the "Corporation"), certifies that:

1. The name of the Corporation is WEST BROWARD HIGH SCHOOL BAND PARENTS ASSOCIATION, INC.
2. The Articles of Incorporation, originally filed with the Florida Secretary of State on June 18, 2008, are hereby amended and restated in their entirety, as effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State, and were approved by the Board of Directors on August 6, 2008 to read as follows:

**ARTICLE I  
NAME**

The name of this Corporation shall be the **WEST BROWARD HIGH SCHOOL BAND PARENTS ASSOCIATION, INC.**

**ARTICLE II  
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal place of business and the mailing address of the corporation shall be

West Broward High School  
500 NW 209<sup>th</sup> Avenue  
Pembroke Pines, Florida 33029

#### **ARTICLE IV** **PURPOSES**

West Broward High School Band Parents Association, Inc. is organized for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law)(the "Internal Revenue Code").

The purpose of West Broward High School Band Parents Association, Inc. is to encourage, assist, support and promote growth to the band and color guard programs at West Broward High School; to develop and promote after school educational programs to sponsor, compliment, and further advance the high school band students; to support the efforts and direction of the West Broward High School Band Director and his staff; to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

The organizational purpose is to organize students enrolled in the West Broward High School band program into an after-school band extension program developed by the association to provide additional instruction, coaching, practice, and practical experience, to build self confidence in each student and prepare the band students to compete with other high schools, and to prepare the students to pursue college scholarships as a result of their high school accomplishments.

Further, the purpose is the encourage and motivate at-risk students to continue in school while maintaining satisfactory grades to complete their high school graduation requirements; to work toward and develop exemplary performance skills that would enable the students to become eligible for post-secondary schools.

The association will enlist the cooperation of parents and the community for the purposes of developing a strong organization in operating the band program and expediting the training and administrative functions of the corporation. The hours volunteered by the parents will be recognized as "volunteer hours" by the West Broward High School PTA.

West Broward High School Band Parents Association, Inc. will fulfill its mission through fund raising revenue and sponsoring a variety of activities to generate revenue throughout the school year. The fund raising activities will be accomplished by charitable contributions from parents, individuals and community organizations, band fees, dues, parent fund raising activities such as concession stands at concerts and games and competitions, and by operating car washing events, silent auctions and garage sales.

The actions of the West Broward High School Band Parents Association, Inc. will be consistent with and respectful of the rules guiding Broward County Schools as well as those of related professional memberships held by the directors.

## **ARTICLE V**

### **POWERS**

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The 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.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (4) The Corporation shall take no action that is in conflict with the policies of Broward County Public Schools as specifically identified by the Band Director, Principal of West Broward High School ("Principal") or agent thereof.

During the period that the Corporation is or may be considered a "private foundation", as that term is defined in Section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
  - (a) The corporation shall 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.
  - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
  - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
  - (d) The Corporation shall not make any investment in such manner as may subject it to the tax under Section 4944 of the Internal Revenue Code.
  - (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

- (2) The provisions of Section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three which shall include the Director of Bands, West Broward High School. The manner and method of election or appointment of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers and privileges prescribed by law of directors of corporations for profit. The Board of Directors shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected or appointed, or until the earlier of their resignation, removal from office, inability to act, incapacitation or death.

## **ARTICLE VI**

### **CAPITAL STOCK**

This Corporation shall have no capital stock.

## **ARTICLE VII**

### **MEMBERSHIP**

The Corporation shall have no voting members. Any action or vote required by applicable law to be taken by "members" shall be taken instead by an action or vote of the same percentage of the Board of Directors. The Board of Directors may authorize the establishment of non-voting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

## **ARTICLE 9**

### **AMENDMENTS**

These Articles of incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting, provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting, a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the

minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

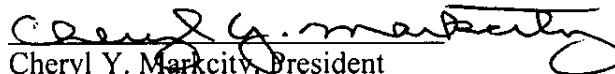
## **ARTICLE X** **DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

## **ARTICLE XI** **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Registered Office of the Corporation is West Broward High School, 500 NW 209<sup>th</sup> Avenue, Pembroke Pines, Florida 33029, and the name of the Registered Agent at such address is Dean Calmer, Director of Bands, West Broward High School.

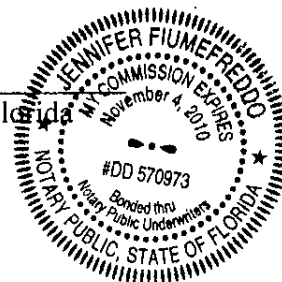
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of WEST BROWARD HIGH SCHOOL BAND PARENTS ASSOCIATION, INC. on this 6<sup>th</sup> day of August, 2008 *clm*

  
Cheryl Y. Markcity, President  
West Broward High School Band Parents  
Association, Inc.

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 2008 by CHERYL YL MARKCITY, President of the WEST BROWARD HIGH SCHOOL BAND PARENTS ASSOCIATION, INC., a Florida corporation not-for-profit, (✓)who is personally known to me, or ( )who has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida



My Commission Expires:

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, Dean Calmer, who has been designated in the foregoing Amended and Restated Articles of incorporation as Registered Agent for the not-for-profit corporation therein named, hereby agrees that (i) he accepts such appointment as Registered Agent and will accept service of process for and on behalf of said not-for-profit corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida not-for-profit corporation.

Dated this 6<sup>th</sup> day of August, 2008.

  
Dean Calmer



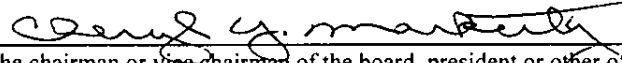
The date of adoption of the amendment(s) was: August 6, 2008

Effective date if applicable: August 6, 2008  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Cheryl Y. Markcity

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**