

Division of Corporations

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N93000004615*S. Johnson*

**Florida Department of State
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DIVISION OF CORPORATIONS

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, I**

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Florida Dept of State

CORRECTED



January 26, 2007

FLORIDA DEPARTMENT OF STATE

COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.
9401 STIRLING RD
COOPER CITY, FL 33328

SUBJECT: COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.
REF: N93000004615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

FAX Aud. #: H07000023446
Letter Number: 307A00006485

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.
(A Florida Not-For-Profit Corporation)

Pursuant to the Florida Business Corporation Act, **COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.**, a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The name of the Corporation is **COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.**

2. The Articles of Incorporation of the Corporation, originally filed with the Florida Secretary of State on October 13, 1993, as amended on May 2, 2002, are hereby amended and restated in their entirety, 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 January 25, 2007 to read as follows:

ARTICLE 1

NAME

THE NAME OF THIS CORPORATION SHALL BE THE COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.

ARTICLE 2

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 3

PRINCIPAL OFFICE AND MAILING ADDRESS

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

Cooper City High School
9401 Stirling Road
Cooper City, Florida, 33328

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ARTICLE 4***PURPOSES***

The Corporation is a not-for-profit corporation, organized and to be operated 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 provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and 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.

ARTICLE 5***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 distributing 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 carrying on 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.

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 investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.

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- (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 6

CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE 7

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 nonvoting 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 8

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, Cooper City 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 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.

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ARTICLE 10***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 11***REGISTERED OFFICE AND REGISTERED AGENT***

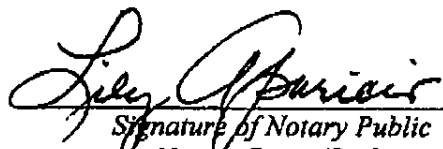
The street address of the Registered Office of the Corporation is 9401 Stirling Road, Cooper City, Florida 33328, and the name of the Registered Agent at such address is Christopher J. Schletter, Director of Bands, Cooper City High School.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC., on this 26th day of January, 2007.


James C. Moon
President, Cooper City High School
Band Parents' Association, Inc.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 26th day of January, 2007, by JAMES C. MOON, President of COOPER CITY HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC., a Florida corporation not-for-profit, () who is personally known to me, or () who has produced _____ [type of identification] as identification.

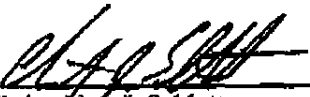

Signature of Notary Public
Notary Stamp/Seal:



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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, Christopher J. Schletter, 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.

By: 
Christopher J. Schletter

Dated: as of January 29, 2007

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