

HILLIARD MUSIC BOOSTERS, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

- FIRST: The name of the Corporation is: Hilliard Music Boosters, Inc.
- SECOND: The place in the State of Ohio where its principal office is located is in the City of Hilliard, Franklin County.
- THIRD: The purposes of the Corporation are as follows:
- The Corporation shall not be operated for profit, and the foregoing purposes and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation and that no donation, gift, contribution, or loan (other than by way of investment of the funds of the Corporation) shall be made to the Corporation, trust, community chest, fund, foundation, or organization unless (1) it is organized under the law of, or otherwise created in, the United States or any State or territory or possession thereof, or the District of Columbia, (2) it is created or organized, and operated exclusively for one or more of the purposes of this Corporation, (3) no part of its net earnings inures to the benefit of any private shareholder or individual; and (4) no substantial part of its activities is carrying on propaganda, or otherwise attempting, to influence legislation.
- FOURTH: In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary or by operation of law, except as otherwise provided by law, when and as authorized by an affirmative vote of a majority of all members given at a meeting duly called for that purpose, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; provided, however, that the effect of such disposition shall be exclusively to carry out the purposes for which the Corporation is formed.
- FIFTH: The Board of Directors may adopt an amendment to these Amended and Restated Articles of Incorporation, or may adopt new amended Articles of Incorporation by the affirmative vote of a majority of all Directors present and entitled to vote at a meeting called for such purpose.
- SIXTH: These Amended and Restated Articles of Incorporation take the place of and supersede any prior Articles of Incorporation as heretofore amended.

As of _____, 2020