

## ARTICLES OF INCORPORATION

### OF

## COLGAN HIGH SCHOOL CENTER FOR THE FINE AND PERFORMING ARTS BOOSTER, INC.

The undersigned, acting as incorporator, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, submits the following Articles of Incorporation for the purpose of forming a nonprofit charitable, religious and/or educational organization pursuant to the Virginia Nonstock Corporation Act, and states as follows:

**ARTICLE 1: Name**, The name of this corporation shall COLGAN HIGH SCHOOL CENTER FOR THE FINE AND PERFORMING ARTS BOOSTER, Inc., hereinafter referred to as “the Corporation,” or “CHS-CFPA” or “CFPA Booster.”

**ARTICLE 2: Duration**, The period of duration for the Corporation is perpetual.

**ARTICLE 3: Purposes**, The overarching objectives of the CFPA Booster are to promote the CHS-CFPA program and to assist in the supplementary financial support of the CFPA Department at Charles J. Colgan High School. Additionally, the CFPA Booster, in an atmosphere that is consistent with the educational philosophy at CHS, shall maintain the organization, implement all fundraising activities and provide monies for designated CFPA activities and events under the administration of the CFPA Coordinators and CHS Administration in compliance with Title IX of the Education Amendments of 1972. The CFPA Booster shall seek to implement these purposes by the following:

1. Create and nurture connections across all CFPA concentrations.
2. Increase engagement in CFPA program events and activities by forming strong community and business partnerships.
3. Advocate for financial support for students enrolled in the CFPA program.
4. Provide scholarship and/or opportunities for students enrolled in the CFPA program pursuing a future in the fine and performing arts or other post-secondary plans.
5. Develop an organization with an active and dynamic membership that maintains involvement and is concerned with all CFPA activities and all participants regardless of sex, race, socio-economic status or chosen activity.
6. Provide supplementary financial support for CFPA activities at CHS.
  - a. Encourage attendance at all CHS CFPA events and promote school spirit at those events.
  - b. Strive to limit participation fees paid by students and seek to provide scholarships or financial assistance to students where applicable.

- c. Assist school staff in organizing and staging special events, fundraisers and projects specific to the CFPA Department of CHS.
- d. Assist and support the school staff and coordinators in the areas of promotion, publicity and program development for CFPA students.
- e. Strive to provide support for postsecondary education for exceptional CFPA students.

**ARTICLE 4: Members,** The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws.

**ARTICLE 5: Tax-Exempt Provisions,** The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter “Code”). The property of this Corporation is irrevocably dedicated to charitable, educational, and religious purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable or educational purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future Federal tax code.

Upon dissolution of the Corporation, all assets of this Corporation shall be distributed in furtherance of religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code (or corresponding section of any future Federal tax code), to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes, that at the time qualify as tax-exempt under Section 501(c)(3) of the Code (or corresponding section of any future Federal tax code), and dedicated to the principles set forth in Article 3 above, as shall be determined by the Corporation’s Board of Directors by unanimous vote in accordance with the Bylaws of

the Corporation. Any such asset not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 6: Registered Agent.** The name of the initial agent of the Corporation in the Commonwealth of Virginia is Timothy M. Purnell. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.

**ARTICLE 7: Registered Office.** The Corporation's initial registered office address, including the street and number which is identical to the business office of the initial registered agent, is 9214 Center Street, Manassas, Virginia, 20110. The registered office is physically located in the City of Manassas.

**ARTICLE 8: Board of Directors.** The Corporation shall be governed in all matters of corporate governance by its Board of Directors. The members of the Board of Directors of the Corporation shall be referred to in these Articles as "directors". The number of persons who serve on the Board of Directors shall be no less than 3 nor more than ten. The initial board of directors are appointed herein and the succeeding directors shall be selected by the sitting board on an annual basis, **elected to three-year terms.**

**ARTICLE 9: Initial Board Members.** The number of members constituting the initial Board shall be FIVE (5). The names and addresses of the persons who are to serve as the initial Board until their successors shall be appointed and qualified are:

NAME AND ADDRESS

Anaid Mikesh  
9107 Kearney Place  
Bristow, VA 20136

Isabel Calangi  
4903 Benecia Lane  
Dumfries, VA 22025

Kate Downes  
8583 Dover Downs Ct  
Gainesville, VA 20155

Kelly Goff  
13278 Amblewood Dr  
Manassas VA 20112

Robin Robertson

8823 Flatbush Ct  
Manassas, VA 20109

**ARTICLE 10: Limitation on Liability.** To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no Director (member of the Board of Directors) or Officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been a Director or Officer of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.

**ARTICLE 11: Amendment.** These Articles of Incorporation may be amended from time to time in accordance with the applicable provisions of the Virginia Nonstock Corporation Act (or a successor statute).

**ARTICLE 12: Incorporator.** The name and address of the incorporator is the same as the Registered agent as provided in Articles 6 and 7, above:

IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

By: \_\_\_\_\_  
Timothy M. Purnell, Incorporator