

ARTICLES OF INCORPORATION
OF
THE SEED & FEED MARCHING ABOMINABLE ENDOWMENT, INC.

ARTICLE ONE

The name of the corporation shall be: The Seed & Feed Marching Abominable Endowment, Inc.

ARTICLE TWO

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE THREE

The objects and purposes of the Corporation are generally to conduct its affairs as a Corporation organized not for profit but exclusively for charitable, scientific or educational purposes within the meaning of those terms as used in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") and, in amplification of the foregoing, for the purposes described below and with the powers (in addition to those in the Georgia Nonprofit Corporation Code) described below:

(a) The central objects and purposes of the Corporation shall be to educate the public, and particularly aspiring musicians, in the art forms of marching band music, including, but not limited to, the promotion, demonstration and performance of such art forms in schools, at public events, and where people gather to enjoy music, and for all other purposes as may be encompassed within the above stated objects and purposes.

(b) To effectuate the above-stated objects and purposes, the

Corporation may acquire property of any kind and character, real, personal, mixed, stocks, bonds, securities, or any interest therein, by purchase, lease, gift, bequest, or any lawful manner, and may sell and convey any property or interest therein acquired and owned by it, and receive the proceeds from the sale thereof; and may solicit and receive gifts and pledges, and raise money in any lawful manner;

(c) The Corporation may accumulate income in such amounts and for such times as are permissible without penalty under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, for the sole purpose of establishing, maintaining and operating the Corporation and effectuating the stated objects and purposes including the making of contributions to other non-profit organizations which have among their purposes, purposes substantially similar to a purpose or purposes of this Corporation.

(d) In the management of its funds, the Corporation shall be under no obligation to make investments in income-producing property.

(e) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No part of the

activities of the Corporation shall be the carrying on of political or religious propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(f) To do and carry on any and all other activities which are necessary or desirable in connection with or related to any or all of the foregoing stated purposes.

(g) To do, perform and carry on any and all of the purposes which are permitted to non-profit corporations by the Georgia Nonprofit Corporation Act.

(h) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE FOUR

The period of duration of the Corporation shall be perpetual.

ARTICLE FIVE

1. The Corporation shall have no shareholders. The Corporation shall have Members. The Members shall be those persons who are from time to time on the executive counsel of the Seed and Feed Marching Band.

ARTICLE SIX

1. The affairs of the Corporation are to be managed by a Board of Directors. The Board of Directors shall be appointed by the Members at such time as is prescribed in the By-Laws and shall serve at the pleasure of the Members. The first Board of Directors shall consist of the following persons, whose names and addresses are as follows:

2. The number of members of the Board of Directors subsequent to the first Board of Directors shall be as prescribed in the By-Laws, which number shall not be less than three.

ARTICLE SEVEN

1. The officers of the Corporation shall be appointed by the Board of Directors annually, and serve at the pleasure of the Board of Directors of the Corporation. The officers shall consist of a President, Secretary, Treasurer and such other officers and assistant officers as may be provided for in the By-Laws. The officers may also be designated by such additional titles as may be provided for in the By-Laws.

2. All powers of the officers shall be as provided in the By-Laws.

ARTICLE EIGHT

The Corporation shall have no capital stock. All of the income, gifts, bequests, grants, etc., of real and personal

property of the Corporation shall be permanently dedicated to the charitable, benevolent, and eleemosynary purposes of this Corporation.

ARTICLE NINE

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for payment of all the liabilities of the Corporation, shall dispose of all assets of the Corporation exclusively in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and scientific purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or its Regulations as they now exist or as they may hereafter be amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by the Probate Court of 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 or operated exclusively for such purposes.

ARTICLE TEN

The address of the Corporation's initial registered office shall be:

ARTICLE ELEVEN

The Members of the Corporation shall adopt the initial By-Laws of the Corporation by a simple majority vote of all the Members and

shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws at any regular or special meeting of the Members by a simple majority vote of all the Members. The By-Laws may contain any provisions for the regulation for the conduct of the affairs of the Corporation and the Members not inconsistent with the Georgia Nonprofit Corporation Act or these Articles of Incorporation.

ARTICLE TWELVE

These Articles of Incorporation may be altered or amended as follows: (1) the Members of the Corporation shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members having voting rights, which may be either an annual or a special meeting; (2) written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote at such meeting within the time and in the manner provided by law; and (3) the proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes entitled to be cast by the Members.

ARTICLE THIRTEEN

Any action required by these Articles of Incorporation or the By-Laws of the Corporation to be taken at a meeting of the Corporation or any action which may be taken at a meeting may be taken without a meeting, subject to the limitations and requirements of Section 14-3-708 by the Members, and Section 14-3-821 by the Directors under the Georgia Nonprofit Corporation Code.

ARTICLE FOURTEEN

The names and addresses of the incorporators are as follows:

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation as of this _____ day of
_____, 1999.

MARTIN H. RUBIN
Attorney for the Incorporators
Georgia Bar No. 618500