

**Amended and Restated Certificate of Incorporation**

We the Executive Committee of The Company of Fifers & Drummers, Inc. certify that we hereby resolve to amend the Corporation's Certificate of Incorporation, and to restate the provisions of the Corporation's Certificate of Incorporation heretofore in effect not being amended herein, in accordance with the Nonstock Corporation Act of the State of Connecticut.

We, the incorporators, certify that we hereby associated ourselves as a body politic and corporate under the Nonstock Corporation Act of the State of Connecticut.

**Article I. NAME**

The name of the Corporation is THE COMPANY OF FIFERS & DRUMMERS, INC.

**Article II. PURPOSES**

The purposes of The Company are as follows:

- to promote and advance scientific research, education, knowledge, and preservation with respect to the music, history, and traditions of the fife and drum in the United States
- to foster research and study in this field, particularly among corps members, musical scholars, historians, and collectors

These purposes are to be accomplished through means which include publications, workshops, public exhibits and displays, musters, and field shows. The objects of this organization are exclusively scientific and educational.

The Company seeks:

- to perpetuate the American heritage of fife and drum music
- to encourage the development of young fifers and drummers
- to support the formation of new fife and drum units
- to support and render assistance to school systems desirous of forming such field units
- to promote a greater understanding and appreciation for the music of fife and drum among all people
- to foster the spirit of fraternalism within the fife and drum community by creating closer harmony among individuals and groups
- to develop a broader understanding among units for the great variety of musical persuasions within the framework of fife and drum
- to encourage greater instrumental proficiency on the part of all fifers and drummers regardless of musical persuasion
- to establish a permanent Archives and Museum to chronicle the history and development of fife and drum, primarily in America, but also including allied and complementary history and developments from other nations
- to identify, collect, and preserve historical artifacts and music related to fifes and drums, and their use
- to develop and maintain cooperative relationships with historical, educational, and service organizations
- to encourage the international exchange of musical ideas among military field music groups from other nations

It is the accomplishment of these purposes that we seek to effect, and that in large part depends on a spirit of cooperation and good fellowship best illustrated by the words of a beloved predecessor, who remarked to a gathering of Ancients in February, 1946:

"As long as we shall have for our objective a fraternal spirit, a touch of the elbow and comradeship among our members, we shall manage to solve all of tomorrow's problems and grow stronger in unity and purpose year after year after year."

### **Article III. INCOME AND ASSETS**

No part of the Corporation's income shall be distributed to or inure to the benefit of any member, trustee 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 the Corporation shall not have or issue shares of stock or pay dividends. No member, trustee, 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.

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for the purposes within those set forth in Article II of this Certificate and within the intentment of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as the same now exist or as they may be hereafter amended from time to time.

### **Article IV. ACTIVITIES**

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activity 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 an organization contributions to which are deductible by Section 170(c)(3) of such Code and Regulations as they now exist or as they may hereafter be amended.

### **Article V. POWERS**

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or so otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind and nature or description and wherever situated.

To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporations for moneys borrowed or in payment for property acquired for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereinafter to be acquired.

To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised 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 and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they hereinafter may be amended.

#### **Article VI. TERRITORY**

The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

#### **Article VII. TRUSTEES**

The current Trustees and their residences are:

Buzz Allen, 761 John Ringling Blvd., Sarasota, FL 34236  
William F. Gallagher, 33 Clintonville Road, North Haven, CT  
David Hooghkirk, 9 School Lane, Chester, CT 06412  
Edward Olsen, 772 Horse Hill Road, Westbrook, CT 06498  
Maurice Schoos, 137 Douglas Road, Warwick, RI 02886

#### **Article VIII. MEMBERSHIP**

The classes, rights, privileges, qualifications, obligations and the manner of election or appointment of members are as follows:

Section 1. Eligibility for membership.

Any ancient fife and drum corps or similarly-approved unit is eligible for membership, provided such organization is sponsored by one (1) member corps in good standing and not opposed by more than ten percent (10%) of the total voting membership.

Any individual member of the public is eligible for membership.

Section 2. Classes of membership.

- Ancient. A domestic musical unit which uses as its primary instrumentation the unkeyed fife, rope-tensioned snare drum, and "rudimental" two-stick rope-tensioned bass drum, and which plays traditional and historically-oriented field music.
- Associate. A domestic musical unit which does not qualify for membership under Ancient, but which generally supports the purposes of The Company.

- International. A musical unit from another nation, which generally supports the purposes of The Company.
- Institutional. Any institution which generally supports the purposes of The Company.
- Individual. Any individual member of the public who generally supports the purposes of The Company. This class of membership may include subclasses such as Honorary, Junior, and Life which are differentiated only by the amount and manner of payment of dues.

**Article IX. VOTING**

Only authorized delegates, over eighteen years of age, of Ancient musical units, which are members in good standing shall be allowed to vote at any meeting of the Corporation.

**Article IX. BOARD OF DIRECTORS**

The Board of Directors of the corporation shall be the Executive Committee, as provided in the corporation's Constitution, and they may only be removed for cause as provided in the corporation's Constitution.

The period of the incorporation will be for an indefinite time.