

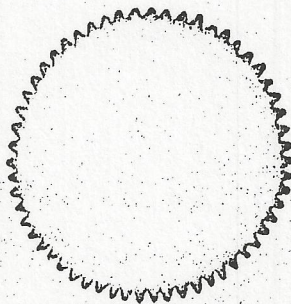


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "COUNCIL OF SCOTTISH CLAN ASSOCIATIONS, INC.",
as received and filed in this office the second day of September, A.D. 1976, at
10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this second day
of September in the year of our Lord
one thousand nine hundred and seventy-six.



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF INCORPORATION

OF

: COUNCIL OF SCOTTISH CLAN ASSOCIATIONS , INC.

FIRST: The name of the corporation is COUNCIL OF SCOTTISH CLAN ASSOCIATIONS , INC. and it is the successor organization to the Council of Scottish Clan Associations in America, an unincorporated association.

SECOND: Its registered office in the State of Delaware County of New Castle, is located at 100 W. 10th Street, Wilmington, Delaware, 19801, and its registered agent is ^{The} Corporation Trust Company at the address above.

THIRD: The purpose of the corporation shall be to preserve and to promote the customs, tradition and heritage of the Scottish people by educating the public as to Scottish history, literature, music, poetry, art, religion and architecture.

FOURTH: This corporation shall be a non-stock membership organization and shall be organized not for profit. Membership requirements shall be specified in the By-Laws. It is organized exclusively for charitable and educational purposes and is specifically intended to qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereinafter "the Code") and as an organization, contributions to which are deductible under Code Section 170(a). All of the rights and powers given herein may be exercised in furtherance of only exempt purposes within the meaning of said Section 501(c)(3).

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In liquidation, dissolution or receivership, either voluntary or involuntary, or by operation of law, the Board of Trustees of this corporation shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the total net assets of the corporation to such corporations, associations or institutions established for and engaged in furthering educational or charitable purposes and as the then existing Board of Trustees may determine to be best suited to the accomplishment of said purposes, and provided that such organization to which such disposition of the net assets of this corporation shall be made shall be an organization exempt from taxation under Internal Revenue Code Section 501(c)(3).

In furtherance of the purposes, and subject to the aforesaid express restrictions, the corporation shall have the power to receive, collect, solicit, and hold funds, gifts and contributions of property and money; to take by bequest, devise, gift, contribution, donation, transfer, grant, assignment, purchase, lease or otherwise, real, personal and mixed property; to buy, sell, deal with, invest and reinvest the principal and surplus income therefrom and to distribute any of the same; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; and generally

Secretary shall require a notice in writing to each officer and trustee by first class mail, telegram, or like communication, addressed to his last known address, at least twenty-one (21) days prior to the time designated for such meeting and shall state all business known to be on the agenda of said meeting. Any meetings of trustees held without due notice and any action otherwise properly taken thereat shall be valid if notice of the time, place and purpose of such meeting shall be waived in writing before, at or after such meeting by all trustees to whom notices were not duly sent.

B. Grants, Contributions and other Financial Assistance. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Certificate of Incorporation shall be within the exclusive power of the Board of Trustees. In furtherance of these purposes, the Board of Trustees shall have power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (hereinafter the "Code"). The Board of Trustees shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board of Trustees considers the use as being in furtherance of the purposes of the Council and approves the request, shall authorize payment of such funds to the approved grantee. The Board of Trustees shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Trustees. The Board of Trustees may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

C. Business Meeting Agenda. The Board of Trustees may propose any items of business it desires at any Business Meeting.

D. Meetings of Board. The Board of Trustees may transact business at a face-to-face meeting with at least fifty (50) percent of its members present or on a conference

to exercise all and every power which a non-profit corporation organized under the laws of Delaware for charitable and educational purposes can be authorized to exercise, including the power to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this Certificate of Incorporation.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Charles S. McDowell	350 Delaware Trust Building Wilmington, Delaware 19801

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the officers, Trustees, or contributors to the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The business and affairs of this corporation shall be governed and controlled by a Board of Trustees whose number shall be specified in the By-laws, but which shall be composed of not less than three Trustees, but which shall be in such manner, for such term, and with such power and authority as may be provided in the By-laws. The Trustees of the corporation shall have all the rights and obligations of the directors of a corporation as specified in the General Corporation Law of the State of Delaware, Title 8 Delaware Code, chapter 1.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of this corporation is expressly authorized and empowered, if for the purposes and not in violation of the express restrictions set forth in Articles THIRD and FOURTH, to do

the following:

To set apart out of any of the funds of the corporation lawfully available a reserve or reserves for any proper purposes and to alter or abolish such reserves; to authorize and cause to be executed notes, bonds, mortgages, contracts and liens upon or with respect to any property, real, personal or mixed of this corporation.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation or any of them shall be open to public inspection, and no person shall have any right to inspect any account or books or documents of the corporation, except as conferred by law or authorized by the resolution of the Board of Trustees.

To sell, lease or exchange all of its property and assets, including its good will and its corporate franchise, upon such terms and conditions and for such consideration, when and as authorized by the affirmative vote of two-thirds of the Trustees then in office.

This corporation may by its By-laws confer such additional powers, if for the purposes and not in violation of the express restrictions set forth in Articles THIRD and FOURTH, upon the Board of Trustees as the laws of the State of Delaware may permit.

NINTH: This corporation reserves the right, if for the purposes and not in violation of the express restrictions set forth in Articles THIRD and FOURTH, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and

all rights conferred on the Board of Trustees and officers are granted subject to this reservation.

I, THE UNDERSIGNED incorporator, hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto set my hand and seal this 1st day of September, 1976.

Charles S. McDowell (SEAL)

STATE OF DELAWARE }
NEW CASTLE COUNTY }

BE IT REMEMBERED that on this 1st day of Sept., 1976, personally came before me, a Notary Public for the State of Delaware, Charles S. McDowell, party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said certificate to be his act and deed and that the facts therein stated are truly set forth.
GIVEN under my hand and seal of office the day and year aforesaid.

Patricia A. Coburn
Notary Public