

ARTICLES OF INCORPORATION
AND CERTIFICATION
OF
THE CLAN STEWART SOCIETY IN AMERICA
INCORPORATED
A NON-PROFIT CORPORATION

THIS IS TO CERTIFY that we, the undersigned incorporators, in order to form a Non-Profit Corporation for the purposes hereinafter stated, under and pursuant to the Statutes of the State of Florida, do hereby subscribe to this Certificate of Incorporation.

I.

The name of this Corporation shall be THE CLAN STEWART SOCIETY IN AMERICA, INCORPORATED.

II.
PURPOSES

The purpose of this Corporate Society shall be: the cultivation and stimulation of interest by descendants of the Scottish House of Stewart and its adherents in the genealogical, cultural, and historical background of their ancestors; to promote and encourage research in these areas; to jointly sponsor with other Scottish Clans Scottish Festivals and Highland Games; and to educate the young in knowledge and practice in Scottish folkways.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III. MEMBERSHIP

Four grades of membership, annual, life, associate, and honorary, shall be open to qualified individuals. This shall not preclude the establishment at some future time of other grades to promote active participation by the membership.

1. Any individual of descent from the House of Stewart (whatever spelling) or one of its septs, or any individual with an interest in the Stewarts, in Scotland, and in Scottish culture interested in furthering the purposes of the Society shall be eligible to become an Annual or Life Member upon payment of dues and as such shall be entitled to full voting rights, to hold office, and to all privileges.
2. Any individual having distinguished himself or herself in the promotion of Scottish Culture or in any way deemed outstanding as judged by the Board of Directors and approved by the membership at any annual meeting shall be qualified for Honorary Membership in the Society and as such entitled to all privileges except voting and holding office. Honorary Members shall be exempt from payment of dues.
3. Associate Members are persons not meeting the requirements for Annual Membership, but who are members of other societies or associations that have been recognized by the Board of Directors as interested in the furtherance of the aims, ideals and purposes of the Society.

IV. DISSOLUTION OF CORPORATION

In the event of the Dissolution of the Clan Stewart Society in America, Incorporated, any and all assets of the Society remaining after payment of the Society's obligations shall be assigned to Scottish Heritage USA, P.O. Box 457, Pinehurst, NC 28370-0457, or other organizations as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 and operated exclusively for such purposes.

V.
SUBSCRIBERS

The names and residences of the Subscribers to these Articles of Incorporation are as follows:

LIST OF SUBSCRIBERS

<u>Name</u>	<u>Residence</u>
James S.M. Gray	Post Office Box 208 (Register Road) Woodville, Florida, 32362
Stuart H. Shippey, M.D	233 Severin Drive Pensacola, Florida, 32503
J. Stuart Lyle	Old Post Road Elberton, Georgia, 30635

VI.
PROVISIONAL OFFICERS

The names of the Officers of this Corporation who are to serve until the first Annual Election under these Articles of Incorporation are:

President	James S. H. Gray
Vice-President	Stuart H. Shippey, M.D.
Secretary.....	J. Stuart Lyle
Treasurer	Douglas J. McKamey

The Board of Directors shall be charged with responsibility for the general direction and the conduct and management of the affairs and business of the Society, and shall be vested with the general powers necessary for the exercising of such charge within the law.

VII.
PROVISIONAL BOARD OF DIRECTORS

The number of persons constituting the first or provisional Board of Directors who are to serve until the first regular election of the Board, has been set at seven (7). Their names and addresses follow:

PROVISIONAL BOARD OF DIRECTORS

Name	Residence
Laurence H. Randall, Sr.	211 West 16th Street Sanford, Florida, 32771
D'Autel D. Livingstone	367 Heath Drive Augusta, Georgia, 30904
Donald Macleay	1625 R Street, N.W. Washington, D.C., 20006
Dr. James Stewart	487S N.E. 20th Terrace Ft. Lauderdale, Florida, 33308
Neil G. Stewart III	906 Barnett Street, N.E. Atlanta, Georgia, 30306
Gordon Varnadoe	869 Trestle Glen Road Oakland, California, 94610
Dr. George Steuart Merrill	7 East Eager Street Baltimore, Maryland, 21202

VIII.
BYLAWS--PROMULGATION, REVISION, RESCINDING OF

The Bylaws of this Corporate Society as presently drafted, promulgated, and indited were drawn up by Messrs, James S. M. Gray, Stuart H. Shippey, M. D., and J. Stuart Lyle, the organizers of this Corporation. The Bylaws provide (Article 18) that when it becomes desirable or expedient to amend, revise, or repeal any of the provisions in the Bylaws such changes may be effected only at the annual meeting of the Corporation after thirty (30) days prior notice by a majority vote of the qualified corporate membership; mail voting being the media.

IX.
AMMENDMENTS ARTICLES OF INCORPORATION--BY WHOM PROPOSED: HOW ADOPTED

Proposals to amend the Articles of Incorporation may be made by the President or any member of the Board of Directors. Adoption shall be by a two-thirds vote by members of the Board, ratified by a majority vote of the qualified membership at the following or subsequent annual meeting. Mail voting shall be used.

IN WITNESS WHEREOF, the undersigned incorporators in meeting assembled have this 7th day of November, A. D, 1977 subscribed this Certificate of Incorporation for a Non-profit Corporation under the Statutes of the State of Florida and for the use and purposes herein set forth.

STATE OF FLORIDA)

COUNTY OF LEON)

Before me, the undersigned authority, personally appeared JAMES S.M. GRAY, known to me to be the person described in and who executed the foregoing Articles and this Certificate of Incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal this 7th day of November , A.D., 1977.

/signed/

Notary Public, State of Florida at Large

My Commission Expires: /stamped/

STATE OF FLORIDA)

COUNTY OF ESCAMBIA)

Before me, the undersigned authority, personally appeared STUART H. SHIPPEY, M.D., known to me to be the person described in and who executed the foregoing Articles and this Certificate of Incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal this 11th day of November , A.D., 1977.

/signed/

Notary Public, State of Florida at Large

My Commission Expires: /dated/

STATE OF GEORGIA)

COUNTY OF ELBERT)

Before me, the undersigned authority, personally appeared J. STUART LYLE, known to me to be the person described in and who executed the foregoing Articles and this Certificate of Incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal this 15th day of November , A.D., 1977.

/signed/

Notary Public, State of Georgia at Large

My Commission Expires: /dated/

ACCEPTANCE BY REGIONAL AGENT

BE IT KNOWN by all men that I do hereby accept unequivocally all the duties, responsibilities consequent and pertaining to the office and title of Registered Agent for. the above-named Non-profit Corporation. Given by my hand and seal this 7th day of November A.D. 1977, at the Registered Office of the Corporation, the address of which is Post Office Box 208 (Register Road), in the City of Woodville, County of Leon, State of Florida.

STATE OF FLORIDA)

COUNTY OF LEON)

Before me, the undersigned authority, personally appeared James S. M. GRAY, known to me to be the person described in and who executed the foregoing Acceptance and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. .

/signed/

Notary Public, State of Florida at Large

My Commission Expires: /stamped/