
ARTICLES OF INCORPORATION
OF
CLAN MACTAVISH USA, INC.

TO THE JUDGE OF PROBATE OF MONTGOMERY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Sections 10-3A-1, *et seq.*, Code of Alabama (1975) as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make, adopt, and file the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

Clan MacTavish USA, Inc.

ARTICLE II

Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

Purpose

3.01 The Corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law. In furtherance of such purposes, the Corporation is organized and will be operated primarily to provide educational, charitable, cultural, recreational and social benefits to the general public and to descendants of the MacTavish family, septs and associated names of the Clan MacTavish and to further promote, perpetuate and encourage Scottish traditions and heritage by serving as a sponsor at various Scottish functions and all other related activities.

3.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 herein. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law.

ARTICLE IV

Board of Directors

4.01 All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. All of the powers and duties conferred or imposed on a board of directors by the Alabama Nonprofit Corporation Act shall be exercised or performed by the Board of Directors. The number of directors, the qualifications for directors, the terms each shall serve, and the grounds and procedures for the removal of each shall be provided in the bylaws of the Corporation. The initial Board of Directors shall consist of six (6) directors to serve until their successors are duly elected and qualified. Vacancies in the initial Board of Directors shall be filled by the remaining directors to serve for the unexpired portion of the term related to such vacancy.

4.02 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Steven MacTavish	1447 Pembroke Drive Oakville, ON L6H 1V6
Larry Thompson	114 Orchid Ridge Road Locust, North Carolina 28097-8748
Donley Tomey	202 Huntington Woods Waynesburg, Pennsylvania 15370-8246
Patricia Adams	828 North 70 th Street Kansas City, Kansas 66112
Steve Stephenson	657 Goodwin Drive Richardson, Texas 75081

Name

Address

Chris Stevens

4480 Mill Village Road
Raleigh, North Carolina 27612

ARTICLE V

Members

Membership in the Corporation shall be subject to such requirements and conditions, and members shall have such rights and privileges, as may be provided in the Bylaws of the Corporation.

ARTICLE VI

Bylaws

The Board of Directors of the Corporation shall adopt Bylaws governing the conduct of the business and affairs of the Corporation. The power to alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE VII

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 2000 Interstate Park Drive, Suite 204, Montgomery, Alabama 36109. The initial registered agent of the Corporation shall be The Corporation Company, who shall be located at the initial registered office of the Corporation.

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as such under Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine.

ARTICLE IX

Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Steven Edward Dugald MacTavish of Dunardry
1447 Pembroke Drive
Oakville, Ontario L6H 1V6

ARTICLE X

Amendment, Fundamental Corporate Change

These Articles of Incorporation may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution, without the affirmative votes of not less than two thirds of the whole Board of Directors. Further, the Corporation may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two thirds of the whole Board of Directors.

ARTICLE XI

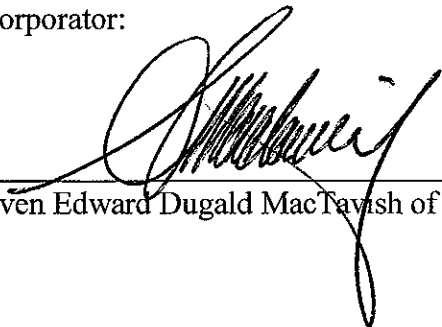
Liability

11.01 Pursuant to Section 10-11-1, *et seq.*, Code of Alabama (1975), each noncompensated officer and member of a governing body of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except as follows: (a) his act or omission gives rise to a cause of action and amounts to willful or wanton misconduct or fraud, or gross negligence; (b) the civil action is brought by the Corporation; (c) the cause of action relates to a personal injury to, or death of, another person or property damage arising from an accident inflicted by the officer or director acting within the line and scope of his or her duties; or (d) an action is brought by the Department of Examiners of Public Accounts.

11.02 Pursuant to Section 6-5-336, Code of Alabama (1975), all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of the foregoing sentence, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand on this the 22
day of March, 2006.

Incorporator:



Steven Edward Dugald MacFavish of Dunardry

This Instrument was prepared by:

Pamela P. Smith
BALCH & BINGHAM LLP
1901 Sixth Avenue North, Suite 2600
Birmingham, Alabama 35203
(205) 251-8100

STATE OF ALABAMA
MONTGOMERY CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON

2006 MAR 27 AM 11:20

REESE MCKINNEY, JR.
JUDGE OF PROBATE