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2010 1572  
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INCORP Book & Page  
12-28-2010 11:44:28 AM  
~~Greg Cain - Probate Judge~~  
State of Alabama, Morgan County

Organ County  
 Probate Office  
 Instrument Recording Receipt

TO: INCORP  
 FROM: (Non-Profit) Articles of Incorpora  
 DATE: 12/28/2010 / 1572

Recording Fee	25.00
Special Fee (Act 95-424)	5.00
Total Fees:	30.00
Balance Due:	30.00
Balance Due:	30.00
Balance Due:	30.00
Balance Due:	0.00

e a Nice Day  
 g Cain - Probate Judge

/Cashier: PROBATE4 / lorriet  
 : 12379.261390.356296  
 nted: 12-28-2010 11:44:29 AM

**ARTICLES OF INCORPORATION AND CERTIFICATION**  
**of**  
**Clan Moncreiffe Society, Inc.**  
(A Not For Profit Corporation)

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**ARTICLE IV**  
**MEMBERSHIP**

Persons, regardless of age, sex, or national origin, who profess lineal descendents of Scots bearing the names of Moncreiffe or Moncrief or variations in the spelling of these names, or have a genuine love of the Scottish traditions and heritage with respect to Clan Moncreiffe, or who will work to uphold, promote, and encourage perpetuation of the corporation, shall be eligible for membership. Eligible persons must make application to and be approved by the Society to become members. Classes of membership and dues may be established in the Bylaws.

**ARTICLE V**  
**OFFICERS AND THE COUNCIL**

The business affairs of this corporation shall be managed by the Council. The Council will consist of the elected officers. Officers of the corporation shall be elected from the members and shall be members in good standing. The number of officers, terms of office, and method of selection shall be set forth in the Bylaws. The Council shall provide Bylaws to conduct Society business and is authorized to make changes as they deem necessary from time to time.

A meeting of the corporation membership shall be held annually on dates to be determined by the Council. Special meetings of the Council may be called by the President or Vice President and may be called by either of them on the written request of any member.

**ARTICLE VI**  
**AMENDMENTS**

These Articles of Incorporation may be amended at any Annual General Meeting by a two-thirds (2/3) vote of the members present, provided a written proposed amendment has been submitted to the Council at least thirty (30) days prior to the Annual General Meeting. Mail and electronic voting shall be acceptable.

**ARTICLE VII**  
**FUNDS AND LIABILITIES**

This corporation is organized exclusively for charitable, educational, and historic purposes. This corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c) of the United States Internal Revenue Code of 1986 or the corresponding section of any future United States federal tax code.

No part of the earnings, receipt of dues, sale of advertising, receipts of gifts, contributions, or other funds from whatever source of the corporation, shall inure to or benefit of, or be distributed to its members, officers, or other private persons. The corporation shall be empowered and authorized to make payments and distributions in the furtherance of the purposes and objectives



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as set forth hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or 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 of 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 any Federal Income Tax under Section 501(C) 3 of the United States Internal Revenue Code, or the corresponding section of any future United States federal tax code, or
- B. By a corporation, contributions to which would be deductible under Section 170 (C) 2 of the United States Internal Revenue Code or corresponding sections of any future United States federal tax code.

**ARTICLE VIII**  
**LIABILITIES**

This corporation, in the furtherance of its purposes and objectives, shall be entitled to and be possessed of all of the privileges, franchises, and powers, including the borrowing of money, granted to corporations not for profit pursuant to the laws of the State of Alabama. The corporation may acquire and dispose of property, real, personal, and mixed, tangible and intangible, by purchase, exchange, gift, or otherwise without limitation as to kind or amount, and the corporation may incur debts or indebtedness, secured and unsecured, in connection with and growing out of any act or transactions arising from or in the furtherance of any of its stated or authorized purposes including fund raising, sale of advertising and any methods not forbidden by statute for corporation not for profit. The corporation's liabilities shall be limited to its common funds and assets.

The Council may, but shall not be required to, adopt Bylaws which limit the nature or amounts of such liabilities of the corporation or proscribe the method of authority of the officers to issue same.

**ARTICLE IX**  
**EXEMPTION OF LIABILITY**

The private property, properties, assets, funds of any and all kinds and nature now held, owned, controlled and the same as may be acquired in the future of and by the individual incorporators, members, commissioners, officers, and agents of this corporation shall be forever exempt and untouchable by and from any liability or whatever nature, that may arise from the activities of this corporation in pursuing its stated and authorized purposes and objectives. It is hereby specified and provided that each commissioner, member, officer, and agent shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suite, or proceeding in which he is made a party by reason of his being

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or having been a commissioner, officer, or member of this corporation, except in relation to matters as to which shall be adjudged in such action, suit, or proceeding to be liable by reason of gross negligence or misconduct in the performance of his duties. No member of the corporation shall be held personally liable financially or in any other capacity in connection with any of its undertakings.

**ARTICLE X**  
**DISSOLUTION**

Dissolution of this corporation must be approved by a majority vote of at least ninety percent (90%) of the members then registered.

In the event of dissolution of this corporation, after payment of all the liabilities of the corporation, the assets of the corporation shall be distributed exclusively to one or more charitable, educational, historical, or such organization(s) which at the time, shall qualify as exempt organizations under Sections 501(c) of the United States Internal Revenue Code of 1986 as amended or corresponding sections of any future law. Such distribution of assets shall be made upon a vote of a majority of the Council.

**ARTICLE XI**  
**INCORPORATORS**

The names and addresses of the initial incorporators and officers of this corporation establishing these Articles and Certificate of Incorporation are as follows:

President	Rob Dawes	2725 41 <sup>st</sup> Avenue NE Naples, FL 34120
Vice-President	M. W. Moncrief	1405 Plaza Street SE Decatur, AL 35603
Secretary	Randall Moncrief, Sr.	3662 Pennington Drive Conyers, GA 30013
Treasurer	Charlotte Moncrief	1405 Plaza Street SE Decatur, AL 35603
Past-President	Ernest V. Moncrieff	186 Jerry Browne Rd., Apt. #6103 Mystic, CT 06355



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**ARTICLE XII**  
**OFFICER AND AGENT**

The name of the registered agent and the address of the corporation's initial office is:

Registered Agent: Charlotte Moncrief  
Address: 1405 Plaza Street S.E.  
Decatur, AL 35603  
County: Morgan County, Alabama, USA

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STATE OF ALABAMA )

COUNTY OF MORGAN )

**ACCEPTANCE BY REGISTERED AGENT**

BE IT KNOWN by all persons, that I do hereby accept all the duties and responsibilities consequent and pertaining to the office and title of Registered Agent for the aforementioned named Non-profit Corporation. Given by my hand and seal this 20 day of October 2010 A.D., in the City of Decatur, County of Morgan, State of Alabama.

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

/signed/ *Charlotte Moncrief*

Notary Public, State of Alabama

Commission Expires: /stamped/ *Angela Moncrief*

My Commission Expires 07-16-2011


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STATE OF FLORIDA )

COUNTY OF Collier )

Before me, the undersigned authority, personally appeared ROB DAWES, 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 an official seal this 21<sup>st</sup> day of December, 2010 A.D.

/signature/ 

Notary Public, State of Florida

Commission Expires: /dated/

Nina M. Stites  
2/13/2012



STATE OF GEORGIA )

COUNTY OF Rockdale )

Before me, the undersigned authority, personally appeared RANDALL MONCRIEF, 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 an official seal this 16<sup>th</sup> day of November, 2010 A.D.

/signature/

Notary Public, State of Georgia

Commission Expires: /dated/

Randall & Moncrief  
Linda O. Dickerson  
June 16, 2013

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STATE OF ALABAMA )

COUNTY OF MORGAN )

Before me, the undersigned authority, personally appeared MICHAEL W. MONCRIEF, 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 an official seal this 26<sup>th</sup> day of OCTOBER, 2010 A.D.

/signature/

Notary Public, State of Alabama

Commission Expires: /dated/

My Commission Expires 07-16-2011

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STATE OF ALABAMA )

COUNTY OF MORGAN )

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

IN WITNESS THEREOF, I have hereunto set my hand an official seal this 26<sup>th</sup> day of OCTOBER, 2010 A.D.

/signature/

Notary Public, State of Alabama

Commission Expires: /dated/

My Commission Expires 07-16-2011



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STATE OF CONNECTICUT )

COUNTY OF New London )STONINGTON

Before me, the undersigned authority, personally appeared ERNEST V. MONCRIEFF, 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 an official seal this 8 day of November, 2010 A.D.

/signature/

Beverly G. Kavanagh

Notary Public, State of Connecticut

Commission Expires: /dated/

**Beverly G. Kavanagh****NOTARY PUBLIC****State of Connecticut****My Commission Expires 12/31/2012**

Ernest V. Moncreiff  
Audrey C. Moncreiff POA

Prepared by  
Charlotte Moncreiff  
 1405 Olney St SE  
 Decatur, AL 35603

Book/Pg: 2010/1572  
 Term/Cashier: PROBATE4 / Lorriet  
 Tran: 12379.261390.356296  
 Recorded: 12-28-2010 11:45:48  
 REC Recording Fee 25.00  
 AFF Special Fee (Act 95-424) 5.00  
 Total Fees: \$ 30.00  
 State of Alabama, Morgan County  
 I certify this instrument was filed on  
 12-28-2010 11:44:28 AM  
 and recorded in INCORP Book  
 2010 at pages 1572 - 1579  
 Greg Cain - Probate Judge