

F95000001311

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: THE CALEDONIAN FOUNDATION, INC.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Miss Duncan MacDonald, Executive Vice President

(Name of Person)
The Caledonian Foundation, Inc.

(Firm/Company)
POBox 1242

(Address)
Edgartown, MA 02539-1242

(City, State and Zip Code)

For further information concerning this matter, please call:

Miss Duncan MacDonald at (508) 693-3135
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

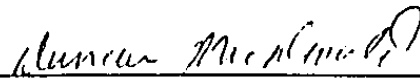
3/20
SECRET
DIVISION OF CORPORATIONS
53 MAR 20 1983

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Duncan MacDonald, do hereby certify
that this Resolution of the Board of Directors of ~~The Caledonian Foundation, Inc.~~,
a corporation duly organized and existing under the laws of the State of New York,
was duly adopted on March 14, 1995.

Resolved, that THE CALEDONIAN FOUNDATION, INC., organized
and existing in the State of NEW YORK, hereby adopts the
name THE CALEDONIAN FOUNDATION OF NEW YORK, INC. for use in Florida.

Dated: March 15, 1995



Signature of at least one director

Duncan MacDonald, Executive
Vice President and Treasurer,
Member of Board of Trustees.

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

THE CALEDONIAN FOUNDATION, INC.

1. THE CALEDONIAN FOUNDATION, INC.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions of like import in language as will clearly indicate that it is a corporation instead of a natural person or
partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)

2. New York State 3. 51 0190849
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 15, 1976 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable (none)

6. See sections 617.1501, 617.1502, and 617.155, F.S.
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 617.155, F.S.)
7. POBox 1242 Edgartown, MA 02539-1242
Street Address (N/A) (Current mailing address)

8. See attachment.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Ms. Marcia McCabe
(Name)
508 68th Street
(Office address)
Holmes Beach, FL 34217, Florida, 34217
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marcia McCabe
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: The Earl of Dalkeith

Address: Dabton, Thornhill

Dumfriesshire, Scotland

Vice Chairman: _____

Address: _____

Director: Mrs. Diana MacArthur

Address: 5103 Cape Cod Court

Bethesda, MD 20816

Director: Ms. Evelyn Murray

Address: 37 Blanchard Road

Cambridge, MA 02138-1010

B. OFFICERS

President: Mrs. Jennifer Kerr Smith

Address: Ardkeen Tower

Inverness, Scotland

Exec Vice President: Ms. Duncan MacDonald

Address: POBox 1242

(Street Address NA)

Edgartown MA 02539-1242

Secretary: Mrs. Ethel K. MacNeal

Address: 7 Wyndmoor Drive

Morristown, NJ 07960-4631

Treasurer: Duncan MacDonald

Address: POBox 1242

Edgartown MA 02539-1242

(Street Address NA)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Duncan MacDonald
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Duncan MacDonald, Executive Vice President & Treasurer
(Typed or printed name and capacity of person signing application)

A11ACBME N1 . 10 cm 5

THE CALLEDONIAN FOUNDATION, INC.

Purposes(s) of the Corporation are as follows:

To preserve and promote the music, arts and culture of Scotland, to educate the public in this regard, to disseminate information about Scottish music and performers in the United States and Scotland; and to furnish financial support for (a) opera houses, theatres and concert halls, music schools and centers, for the performance of music in Scotland; (b) Scottish music companies and singers in the United States and Scotland; and (c) Scottish students studying music in the United States and American students studying music in Scotland.

62-011633-125

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of THE CALEDONIAN FOUNDATION, INC. was filed on 03/15/1976, under the name of AMERICAN FRIENDS OF SCOTTISH OPERA, INC., as a Not-for-Profit corporation and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment AMERICAN FRIENDS OF SCOTTISH OPERA, INC., changing name to THE CALEDONIAN FOUNDATION, INC., was filed 12/29/1987.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of February
one thousand nine hundred and
ninety-five.

Alexander F. Trenchard

Secretary of State

199502080166

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
53 MAR 29 1995

THE CALEDONIAN FOUNDATION, INC.

Board of Trustees

The Earl of Dalkeith
Chairman
Mrs. Jennifer Kerr-Smith
President
Miss Duncan MacDonald
Executive Vice President
and Treasurer
Mrs. Herbert P. MacNeal
Secretary
Donald W. McLeod
Assistant Secretary
Sir Alexander Gibson, C.B.E.
Mrs. Donald M. MacArthur
Miss Evelyn Murray
Lt. Col. John H. Napier, III
Dr. Alex Watson

Advisory Council

Arthur D. Cree
John B. Flowers, III
Mrs. Eunice Freeman
Mrs. Nona Macdonald Headlip
Mrs. Roderick C. MacDonald
Miss Marcia McCabe
William N. McDonald, III
Mrs. Isabelle Smith
Dr. Philip D. Smith, Jr.
Blair Stonier

F95000001311

Amendment Section
Division of Corporations
Florida Department of State
POBox 6327
Tallahassee, FL 32314

14 June 1996

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-07/03/96--01052--004
*****35.00 *****35.00

Dear Sirs:

Kindly note that our Foundation wishes to
make an amendment so that our name

for use in the State of Florida

will be

The Caledonian Foundation USA, Inc.

Resolution of the Board of Directors is
enclosed.

Please let us know if any fees are due,
and address all communications to:

Miss Duncan MacDonald
Treasurer
THE CALEDONIAN FOUNDATION, INC.
POBox 1242
Edgartown MA 02539
Tele: 508-693-3135

L. Duncan MacDonald

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 AM 9:57
Change of name
JUN 28 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 19, 1996

MISS DUNCAN MACDONALD
THE CALEDONIAN FOUNDATION, INC.
P. O. BOX 1242
EDGARTOWN, MA 02539

SUBJECT: THE CALEDONIAN FOUNDATION OF NEW YORK, INC.
Ref. Number: F95000001311

We have received your document for THE CALEDONIAN FOUNDATION OF NEW YORK, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 396A00030362

RECEIVED
96 JUL 27 AM 8:57
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

63 FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 28 AM 9:57

I, the undersigned Duncan MacDonald, do hereby certify
that the Resolution of the Board of Directors of
THE CALEDONIAN FOUNDATION, INC., a corporation duly organized
and existing under the laws of the State of New York, was
duly adopted on June 12, 1996.

RESOLVED, that THE CALEDONIAN FOUNDATION, INC.,
organized and existing in the State of New York,
hereby adopts the name

THE CALEDONIAN FOUNDATION USA, INC.

for use in Florida.

Dated: June 13, 1996

Duncan MacDonald

Duncan MacDonald, Executive
Vice President and Treasurer,
and Member of Board of Trustees.