

9/20/01

**ARTICLES OF INCORPORATION**  
**OF**  
**ACADEMY OF SCOTTISH ARTS, INC.**

**FILED**

2001 SEP 17 AM 8:32

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: **ACADEMY OF SCOTTISH ARTS, INC.**

**ARTICLE II - CORPORATE PURPOSE**

The object and purpose of the Corporation shall be to raise, receive and maintain a fund or funds and to distribute and administer the fund or funds, including any income or interest generated therefrom for the instruction and preservation of the Scottish arts and culture.

**ARTICLE III - MEMBERSHIP**

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of the Corporation.

Section 2: Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.

**ARTICLE IV - DURATION**

The corporation shall have a perpetual existence.

**ARTICLE V - MANAGEMENT**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three and not more than five persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2. The officers of the Corporation shall be a President, Vice President, a Secretary and Treasurer. These officers shall be elected and shall hold office in the manner provided for by the Bylaws of the Corporation.

#### ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The names and addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

<u>Name</u>	<u>Address</u>
Director/President: Teresa R. Wiegand	6408 Tanager Street, Sarasota, Florida 34241
Director/Vice President: Gregg A. Wiegand	6408 Tanager Street, Sarasota, Florida 34241
Director/Secretary Roderick W. MacDonald	2937 Webber Place, Sarasota, FL 34232
Director/Treasurer: Gladys MacDonald	2937 Webber Place, Sarasota, FL 34232

#### ARTICLE VII - ADDRESS

The principal office address of the corporation is: 2030 Bispham Road, Suite 2, Sarasota, FL 34233

The principal mailing address of the corporation is: 6408 Tanager Street, Sarasota, FL 34241

#### ARTICLE VIII - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

#### ARTICLE IX - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

#### ARTICLE X - INCORPORATORS

The names and residence addresses of the incorporator to this Corporation are as follows:

<u>Name</u>	<u>Address</u>
TERESA R. WIEGAND	6408 Tanager Street Sarasota, Florida 34241

#### ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporator, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at 2030 Bispham Road, Sarasota, Florida 34233, and hereby designate and appoint Teresa Wiegand, as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until its successor is selected and duly designated.

#### ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the fullest extent permitted by and as set forth in the Florida General Corporation Act.

#### ARTICLE XIII - PROHIBITED ACTIVITIES

The Corporation shall not:


1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XIV - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the

Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

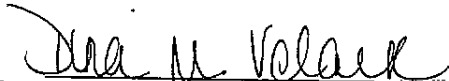
11 IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this day of September, 2001.

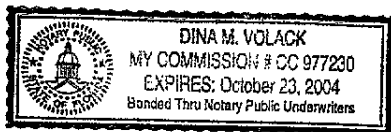
  
TERESA R. WIEGAND, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of September, 2001, by TERESA R. WIEGAND, who is personally known ✓ OR        who produced a driver's license as identification.

My Commission Expires:

  
Notary Public - State of Florida



ACCEPTANCE TO ACT AS REGISTERED AGENT FOR A CORPORATION (U.S.)

Having been named to accept service of process for ACADEMY OF SCOTTISH ARTS, INC., at the place designated in the Articles of Incorporation, TERESA R. WIEGAND agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: September 11, 2001

  
TERESA R. WIEGAND

FILED  
2001 SEP 17 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA