

FILED
8 JUL 554
BOOK
D. M. Ure, Secy
P.O. Box 556 A
Creedmoor, NC 27522

C. 626
**State of
North
Carolina**



**Department
of the
Secretary of State**

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (5 sheets) to be a true copy of

ARTICLES OF AMENDMENT
OF

SCOTTISH-AMERICAN MILITARY SOCIETY, LTD.
(which changed its name to: SCOTTISH-AMERICAN MILITARY SOCIETY)

and the probates thereon, the original of which was filed in this office on the 25th day of June 1987, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 27th day of June in the year of our Lord 1987.



FILED
BOOK 86 PAGE 626-631
JUL 1 10 31 AM '87
RUTH C. GARRETT
REGISTER OF DEEDS
DURHAM COUNTY, NC

Thad Eure
Secretary of State
SIGNATURE OMITTED PURSUANT TO
CHAPTER 349, 1987 SESSION LAWS
By
Deputy Secretary of State

1159

ARTICLES OF AMENDMENT
TO THE CHARTER OF
SCOTTISH-AMERICAN MILITARY SOCIETY, LTD.

CC 627

The undersigned non-profit corporation, for the purpose of amending its articles of incorporation, and in accordance with the provision of Section 55A-36 of the North Carolina Non-Profit Corporation Act, hereby sets forth:

FILED
THAD EYE
SECRETARY OF STATE
NORTH CAROLINA

I

Name of the Corporation

SCOTTISH-AMERICAN MILITARY SOCIETY, LTD.

II

At a regularly convened meeting of the members of the corporation held on the 18th day of October, A. D. 1986, the following amendment to the articles of incorporation was adopted:

"CHARTER

of the

SCOTTISH-AMERICAN MILITARY SOCIETY, LTD. (SAMS)
As Amended and Readopted by the Membership of the Society
at its Sixth Annual Meeting at Stone Mountain, Georgia
18 October 1986

ARTICLE I. - NAME AND GUIDING PRINCIPLE

The Society shall be called the Scottish-American Military Society, (SAMS) hereinafter referred to as the "Society" and/or "SAMS".

The Society shall be a voluntary, non-sectarian, non-stock and non-profit organization incorporated under the laws of the State of North Carolina and shall have perpetual duration.

All persons who support Society objectives and meet the membership requirements set forth in the By-Laws shall be accepted as members with full voting rights and all membership privileges without regard to race, creed, or sex.

It is intended that this Society shall be comprised primarily of war veterans of the Armed Forces of the United States who are of Scottish or Scotch-Irish descent.

ARTICLE II. - OBJECTIVES

1. To honor, preserve, promote and perpetuate the proud tradition of American military service, with particular emphasis on the military contributions of those of Scottish origins.

2. To support and promote a strong national military establishment capable of defending our rights to the freedom,

628

liberty and pursuit of happiness, for which so many of our forefathers and contemporaries have given their lives to establish and preserve.

3. To perpetuate for the present and the future, those traditions, values, qualities and attitudes from the Scottish and American past which will ensure respect for freedom and justice and the unstinting willingness of our citizens to serve in the Armed Forces of the United States of America to protect and preserve those undeniable and inalienable rights, whenever and however they may be threatened.

4. To preserve, foster and promote our Scottish-American heritage, the wearing of our various Clan tartans along with appropriate Scottish and American military accouterments.

5. To preserve and promote Scottish and American Armed Forces customs, traditions and heritage by:

- providing a forum for exchange of military history and genealogical information;
- conducting public education programs;
- presenting military student honor awards;
- sponsoring and participating in activities of a patriotic nature;
- supporting Scottish activities at Highland Gatherings;
- making appropriate charitable contributions; and
- providing a fraternal atmosphere for members and social and recreational activities for members.

6. To acquire and administer funds and property from dues and contributions which, after payment of necessary operating expenses, shall be devoted to the accomplishment of the Society's Objectives stated above.

ARTICLE III. - MEMBERSHIP

1. An unqualified and continuing full acceptance of the Objectives of the Society is an irrevocable condition of membership in this organization.

2. The Council shall have full power to admit members to various classes of membership, subject to such qualifications and upon such terms and conditions and with such rights and privileges as may be from time to time established in the corporate By-Laws; provided, however, that the By-Laws shall not establish membership in any manner that might preclude the Society from being qualified as a War Veterans' Organization by the Internal Revenue Service.

ARTICLE IV. - OFFICERS

1. Officers of the Society. The Officers of the Society shall be a:

- National Commander (President);
- National Vice-Commander (Vice President);
- Adjutant General (Secretary);
- Comptroller (Treasurer); and
- Assistant Adjutant General/Comptroller (Asst. Sec/Treas.).

2. The duties, method of election or appointment of Society officers and their terms of office shall be as determined in the By-Laws of the Society.

C 629

ARTICLE V. - THE COUNCIL

1. Governing Body. The affairs of the Society shall be managed by a Council (Board of Directors) comprised of at least eleven (11) members; to-wit: the five (5) Officers of the Society (Officers) described above and six (6) Council Members at large (Councilors).

2. The duties, method of election or appointment of the Society's Councilors and their terms of office shall be as determined in the By-Laws of the Society.

ARTICLE VI. - MISCELLANEOUS POWERS

1. Executive Committee: The membership may, by By-Law duly adopted, provide for the creation of an Executive Committee, to act on behalf of the Council between its meetings with such powers and duties as shall be provided in the By-Laws.

2. Creation of SAMS Posts. The membership may, by By-law duly adopted, provide for the creation, operation and termination of SAMS "Posts" consisting of members of the Society in good standing, resident within specific areas of the several Regions, for the purpose of furthering the Objectives of the Society as set forth in the Charter under such terms and conditions as may be provided in the By-Laws.

3. Discipline of Members. The Membership may, by By-Law duly adopted, provide for the discipline of members for cause with provision for notice and a hearing, if requested. Authorized discipline shall include suspension or expulsion from the Society and/or appropriate civil action for the recovery of funds or property, if applicable.

ARTICLE VII. - RIGHTS AND PRIVILEGES

1. The Society may receive and acquire property by gift, devise or bequest, and may hold, own, administer, use, distribute and dispose of such property for the advancement and promotion of its objectives in conformity with all lawful conditions imposed by the donor; provided that any condition(s) imposed shall not be contrary to any laws which are incident to private non-profit corporations, retention of tax exempt status under federal law or contrary to this Charter or the corporate By-Laws.

2. The private property of the members of the Society, except as they may expressly agree and permit to the contrary, shall not be subject to the payment of any obligations, debts or liabilities of the Society in any manner or to any extent whatsoever.

3. No part of the assets of this Society may be used for the private benefit of or be distributable to any of its members, officers or any private person except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered to the Society, to reimburse individuals for expenses paid on behalf of the Society, and to make payments and distributions in furtherance of the Objectives set forth in Article II above.

ARTICLE VIII. - ALTERATION AND AMENDMENT

1. No alteration or amendment to the Charter of the Society or its By-Laws shall be adopted unless the full text thereof shall have been submitted in writing and signed by the member proposing the same to the Council at least three (3)

months before the annual meeting at which adoption will be sought.

630 2. The Adjutant General shall then send a copy of the proposed amendment to all members of the Society at least one (1) month prior to the next Annual Meeting stating that it will be voted on at that meeting in person or by mail.

3. Amendments to this Charter shall require the two-thirds (2/3) affirmative vote of the members voting at said Annual Meeting, including any votes mailed and received by the Adjutant General prior to the scheduled time of the meeting. A minimum of fifty one (51%) percent of the eligible membership of the Society must participate in the vote upon the proposed amendment, either pro or con, in person or by mail, for the amendment to be adopted.

4. All amendments to this Charter as approved by the Society shall be filed with the State of North Carolina and the Internal Revenue Service and may require a resubmission of this Charter to those authorities and their subsequent approval of such change/s to insure retention of charter privileges and/or the tax exempt status of the Society.

5. No amendment may provide authorization to conduct the affairs of this Society in any manner, or for any purpose, contrary to the provisions of Section 501(c)(19) of the Internal Revenue Code of 1954 as now or hereafter amended.

ARTICLE IX. - DISSOLUTION

Upon dissolution of this Society, the Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all remaining corporate assets in accordance with the Objectives of the corporation as set forth in this Charter, in such manner and to such organization(s) as may be organized and operated exclusively as a war veterans organization or for charitable, educational, or scientific purposes, as determined by the Council, and which at the time shall qualify as an exempt organization under Section 501(c)(3) or 501(c)(19) of the Internal Revenue Code of 1954 as now or as hereafter amended or of any other applicable provision of said Internal Revenue Code.

Dissolution and distribution of the assets of the Society shall be conducted in accordance with the foregoing paragraph and the laws of the State of North Carolina as are made applicable to the dissolution of non-profit corporations.

ARTICLE X. - REGISTERED AGENT AND REGISTERED OFFICE

The address of the Registered Office of the Society shall be 417 South Elm Street, Route 2, Box 556A, Creedmoor, North Carolina 27522. The Registered Agent at such office shall be Blackwell M. Brogden, Jr. This Office is located in Granville County, North Carolina.

ARTICLE XI. - SAVINGS CLAUSE

Should any Article, Section, subsection, provision or clause of this Charter, or of any By-Law or Regulation adopted hereunder, ever be declared by any court of competent jurisdiction to be unconstitutional or invalid for any reason whatsoever, the same shall not effect the validity of said Charter, By-Law or Regulation as a whole or any part thereof other than the part judicially determined to be invalid.

In the event that this Charter or any part thereof or any of the By-Laws or Regulations that may hereafter be adopted by the Society shall ever conflict with any requirement or provision

of the Internal Revenue Code of 1954 pertaining to Veterans' Organizations, as now or hereafter amended, then the part or provision of this Charter or the By-Law or Regulation so in conflict shall be construed so as to eliminate such conflict to the extent of such conflict."

* * * * *

CC 631

III

The corporation has members with voting rights. A quorum was present at the meeting held on the above date; and the said amendment received at least two-thirds of the votes entitled to be cast by its members present or represented by proxy at such meetings.

IN TESTIMONY WHEREOF, the corporation has caused this document to be executed in its name by its President (Commander) and Secretary (Adjutant General) this 11th day of June, A. D. 1987.

SCOTTISH-AMERICAN MILITARY SOCIETY, LTD. (SAMS)

By:

Jack Moore
President (Commander)

Carl Ball
Secretary (Adjutant General)

STATE OF LOUISIANA

COUNTY OF RAPIDES

This is to certify that on this the 11th day of June, A. D. 1987, personally appeared before me JACK MOORE, who, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

John W. Munsterman
Notary Public
My Commission expires: at death

STATE OF FLORIDA

COUNTY OF VOLUSIA

This is to certify that on this the 2d day of June, A. D. 1987, personally appeared before me MERRITT H. POWELL, who, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Amendment" in the capacity indicated, and that the statements therein contained are true and correct.

Merritt H. Powell
Notary Public, State of Florida
My Commission expires: Aug. 27, 1987