



**Articles of Incorporation**

**Clan Donnachaidh of the South, Inc.**



6.

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

7.

The corporation shall be of perpetual duration.

8.

The corporation is organized for the pleasure and recreation of the members and for charitable, literary, educational and fraternal purposes, substantially all of the activities of which are for such purposes, and no part of the net earnings of which inures to the benefit of any private member. The objectives of Clan Donnachaidh Society of the South shall be to preserve and promote the customs, traditions and heritage of Clan Donnachaidh; to promote a spirit of kinship amongst members of Clan Donnachaidh throughout the world; to inspire among our members and their descendents the pride and spirit of their ancestors and to support the Clan Donnachaidh Museum located at Bruar Falls, Blair Atholl, Perthshire, Scotland.

9.

Any provision of these Articles and the Bylaws may, at any Annual General Meeting of Members, be amended by a majority vote of the membership present and entitled to vote at such meetings, provided a quorum is present as established in the Bylaws from time to time. The number, method of selection of the directors, terms of office, and all other matters pertaining to the operation of the corporation shall be in the manner set forth in the Bylaws.

10.

The initial Directors shall be:

Thomas M.I.R.J. Robertson-Struan  
4029 Baywind Walk NW  
Acworth, GA 30101-7610

John C. Roberson  
2805 Spring Creek Lane  
Atlanta, GA 30350

Kevin Riggs  
20 Breton Hill Road  
Baltimore, MD 21208

Robert A. Reid  
1504 Woodway Club Dr, Apt 83  
Durham, NC 27713

Hugh J. Robertson  
2464 Cumberland Court  
New Orleans, LA 70114

William R. Robertson, III  
4843 Township Brow  
Marietta, GA 30066-1728

Karla M. Hatfield  
4305 Furen Road  
Knoxville, TN 37938-4310

Terry Schager  
322 Pleasant Hill Road  
Landrum, SC 29356

Ken Siddle  
6982 Parc Brook Lane  
Trussville, AL 35173

Vickie L. Rowe  
131 Cedar Creek Ln.  
Youngsville, NC 27596

James W. Killman  
611 Upland Ridge Dr.  
Conyers, GA 30012

Richard D. Robison  
1641 Black Hickory Pl.  
Norcross, GA 30093

Russell L. McConkey  
3801 Old Bridge Way  
Duluth, GA 30136

11.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

12.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

13.

- A. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director if he or she acted in a manner he or she reasonable believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the preceding sentence, no Director's liability shall be limited or eliminated for any action with respect to which exculpation is prohibited by the Georgia Nonprofit Corporation Code. If the Georgia Nonprofit Corporation Code is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. any repeal or modification of the foregoing paragraph by the Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.
- B. Each person who was or is made a party of is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact he or she, or a person of whom he or she is a legal representative, is or was a Director, shall be indemnified and held harmless by the Corporation to the fullest extent authorized or allowable by the Georgia Nonprofit Corporation Code as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Georgia Nonprofit Corporation Code permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Director in connection with any such proceeding. Such indemnification shall continue as to a Director who has ceased to be a Director and shall inure to the benefit of the Director's heirs, executors and administrators. Except with respect to proceedings to enforce rights to indemnification by a Director, the Corporation shall indemnify any such Director in connection with a proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right. Notwithstanding the preceding provisions of this paragraph, no Director shall be indemnified for expenses or losses to the extent such indemnification is prohibited by the Georgia Nonprofit Corporation Code.

- C. The Corporation shall pay for or reimburse the actual and reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if the Director furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that he is not entitled to indemnification for such expenses under this Article or otherwise. The undertaking must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to Director's financial ability to make repayment.
- D. Officers of the Corporation shall be entitled to the same rights, including exculpation and indemnification, and shall be subject to the same standard of conduct as Directors, as set forth in this Article XI.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation, and the undersigned hereby consents to serve as registered agent.

---

Thomas M.I.R.J. Robertson-Struan  
Incorporator and Registered Agent

Presented by:

---

W. R. Robertson, III  
Attorney for Incorporator  
State Bar No. 609800  
244 Roswell Street, Suite 600  
Marietta, Georgia 30060-2000

Voice 770-422-0200  
Fax 770-424-1322  
E-mail wrobert244@aol.com



These Articles of Incorporation are intended solely for the use of the members of Clan Donnachaidh of the South, INC. and its authorized affiliates. Any reproduction without the express permission of the Society Commissioner of Board of Directors is prohibited.

© 2001, 2002, 2003, 2004 - *Clan Donnachaidh USA, All Rights Reserved*