

STATE OF MISSISSIPPI

SECRETARY OF STATE



DICK MOLPUS  
POST OFFICE BOX 136  
JACKSON, MISSISSIPPI 39205

DUTIES AND RESPONSIBILITIES  
FOLLOWING THE INCORPORATION OF A  
MISSISSIPPI NON-PROFIT CORPORATION

1. After incorporation, if initial directors are named in the Articles of Incorporation, the initial directors must hold an organizational meeting, at a call of a majority of the directors, to complete organization of the corporation by appointing officers and carrying on other business brought before the meeting.
2. If initial directors were not named in the Articles, the incorporator(s) must hold an organizational meeting at a call of a majority of the incorporators:
  - a. to elect directors and complete the organization of the corporation;
  - OR
  - b. to elect a board of directors who must complete the organization of the corporation.

IT IS IMPERATIVE THAT THE ORGANIZATIONAL MEETING TAKE PLACE WITHIN TWO YEARS OF THE DATE OF INCORPORATION AS REQUIRED BY SECTION 180 OF THE MISSISSIPPI CONSTITUTION. IF THIS REQUIREMENT IS NOT MET, THE CORPORATION'S CHARTER IS VOID.

3. Organizing the corporation includes the following:
  - a. electing or appointing officers of the corporation, whichever is applicable. See 1 and 2 above;
  - b. adopting bylaws for the operation of the corporation;
  - c. opening bank account in corporate name;
  - d. completing any pre-incorporation agreements.

Corporate Duties & Responsibilities  
Page Two

4. After completion of number 3, the corporation must then operate according to the Articles of Incorporation and bylaws.

This list of duties and responsibilities does not show everything there is to know about the law relative to corporations. Its main purpose is to give the requirements for organizing the corporation. Any legal assistance needed relative to the Mississippi Non-profit Corporation Act should be obtained from your private attorney.

If we can be of further assistance to you, please write to us at:

SECRETARY OF STATE  
BUSINESS SERVICES DIVISION  
P O BOX 136  
JACKSON MS 39205-0136

or call (601)359-1633 between the hours of 7:30 a.m. and 5:30 p.m.  
(Central Time) Monday through Friday.

1/91

STATE OF MISSISSIPPI



SECRETARY OF STATE  
DICK MOLPUS

Mississippi Corporation Information System

Corporation Name  
HIGHLANDS AND ISLANDS ASSOCIATION OF CELTIC GATHERINGS, INC.

Corp ID: 0581747

Filed: 07/26/1991 AT 8:00 A. M.

Dick Molpus  
Secretary of State

Filing Fee Receipt: \$50.00

Secretary of State  
P.O. Box 136  
Jackson, Ms 39205  
(601) 359-1333

ARTICLES OF INCORPORATION

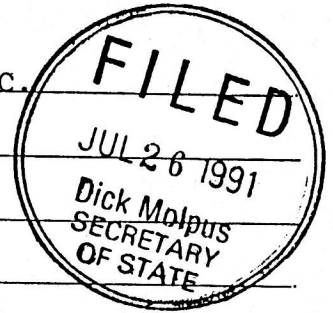
(Attach conformed copy.)

PROFIT  NONPROFIT
(Mark Appropriate Box)

The undersigned persons, pursuant to Section 79-4-2.02 (if a profit corporation) or Section 79-11-137 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. The name of the corporation is

HIGHLANDS AND ISLANDS ASSOCIATION OF CELTIC GATHERINGS, INC.



2. Domicile address is 2560 Bryn Mawr,

STREET

Biloxi, MS / Harrison County / 39531
CITY/STATE/COUNTY/ZIP

3. FOR NON-PROFITS ONLY: The period of duration is years or X perpetual.

4. (a) The number (and classes, if any) of shares the corporation is authorized to issue is (are) as follows (THIS IS FOR PROFIT ONLY):

Table with 2 columns: Class(es), No. of Shares Authorized. Row 1: n/a, n/a.

4. (b) If more than one (1) class of shares is authorized, the preferences, limitations, and relative rights of each class are as follows:

n/a

5. The street address of its initial registered office is

2650 Bryn Mawr,

STREET

Biloxi, MS 39531

CITY/STATE/ZIP

and the name of its initial registered agent at such address is

Dean Hall

6. The name and complete address of each incorporator is as follows (PLEASE TYPE OR PRINT):

Dean Hall, 2560 Bryn Mawr, Biloxi, MS 39531

Robbie Robertson, 12413 Cambridge, Ocean Springs, MS 39564
NAME/STREET ADDRESS/CITY/STATE/ZIP

7. Other provisions: see addendum attached

This page conforms with the duplicate original filed with Secretary of State.

Dick Molpus

Dean Hall, Robbie Robertson

INCORPORATORS (SIGNATURES)

Secretary of State
State of Mississippi

ADDENDUM TO ARTICLES OF INCORPORATION OF  
HIGHLANDS AND ISLANDS ASSOCIATION OF CELTIC GATHERINGS, INC.

I.

The Highlands and Islands Association of Celtic Gatherings, Inc. is a non-profit, no share organization as authorized by Section 79-11-1 Miss. Code Ann. (1972) and ammendments thereto. In the event of dissolution, the assets and property of the association shall be distributed to organizations at the selection of the board of Directors of the association, so long as they shall qualify under Section 501(c)3 of the United States Internal Revenue Code of 1986 or the corresponding provision of any future U. S. Internal Revenue law.

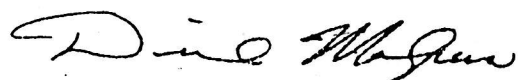
II.

The purposes of the Highland and Island Association of Celtic Gatherings are to provide education concerning and the perpetuation of Scottish tradition and culture: history, heraldry, pageantry, music, literature, language, dance, crafts and all the arts of Scotland and the Isles. And, further to promote such interest by such means as public appearances of the Association and the sponsorship of scholarships to educational institutions. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(C)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future U. S. Revenue Service law. The rights and powers of the corporation shall be limited to those reasonably necessary to accomplish the aforesaid purposes of the Highland and Island Association of Celtic Gatherings, Inc.

III.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(C)3 and 170(C)2 of the Internal Revenue Code of 1986 or the corresponding provision of any future U. S. Internal Revenue Law.

This page conforms with the duplicate  
original filed with Secretary of State.



Secretary of State  
State of Mississippi