

5/11/11

CERTIFICATE OF INCORPORATION

OF

EASTERN UNITED STATES PIPE BAND ASSOCIATION

FIRST: The name of the corporation is Eastern United States Pipe Band Association (the "Association").

SECOND: The address of the Association's registered office in the State of Delaware is 20 Wakefield Drive, Newark, County of New Castle, Delaware 19711. The name of the Association's registered agent at such address is Eastern United States Pipe Band Association.

THIRD: The Association is a nonprofit organization organized exclusively for the charitable and educational purposes of fostering and encouraging the finest tenets of, and public appreciation of, bagpipe music, piping, and drumming, furnishing means of communication for pipe bands, pipers, and drummers, creating and promoting bonds of fellowship among pipers and drummers, operating an equitable system for conducting and judging pipe band and individual piper and drummer contests, and supporting and assisting such educational activities as clinics and workshops which will further the objectives of the Association.

No part of the earnings of the Association shall ever inure to the benefit of or be distributable to any member or individual having a personal or private interest in the activ-

ities of the Association, and no substantial part of the activities of the Association shall ever be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Association shall not be authorized to accept gifts or contributions for other than the purposes hereinbefore stated.

As a means of accomplishing the foregoing purposes, the Association shall have the power to do any and all acts as are necessary or conducive to the attainment of any of the objects and purposes hereinbefore set forth, to the same extent and as fully as any natural person might or could do; provided, however, that, notwithstanding any provision of this Certificate or any provisions of applicable State law, the Association shall not have the power to carry on any activities which would cause it to fail to qualify, or to continue to qualify, as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue Law.

FOURTH: The Association shall have no capital stock. The conditions of membership in the Association and the voting powers of the members shall be as prescribed in the By-laws of the Association.

FIFTH: The direction and the management of the affairs of the Association, and the control and disposition of its property and funds, shall be vested in the Executive Committee of the Association. No officer, member of the Executive Committee, or member or employee of the Association shall receive or be lawfully entitled to receive any pecuniary profit from the operations of the Association, except reasonable compensation for services actually rendered to or on behalf of the Association.

SIXTH: The Executive Committee shall adopt By-laws and regulations for the orderly operation of the Association.

SEVENTH; The name and mailing address of the incorporator is Julian H. Baumann, Jr., Richards, Layton & Finger, 4072 DuPont Building, Wilmington, Delaware 19899.

EIGHTH: The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation. The names and mailing addresses of the persons who are to serve as members of the Executive Committee until the first Annual Meeting of the Association, or until their successors are appointed and qualify, are as follows:

<u>Names</u>	<u>Mailing Addresses</u>
Roderick MacDonald	135 West Rutherford Drive Newark, Delaware 19713
Maclean Macleod	20 Wakefield Drive Newark, Delaware 19711
Daniel Dickel	32 Wilson Drive, Berkeley Heights, New Jersey 07922

Names	Mailing Addresses
Fred Howard	14 Algernon Street Cornwall, New York 12518
Carol McCloud	817 Oronoco Street Alexandria, Virginia 22314
Albert McMullin	1455-D Willow Lake Drive Atlanta, Georgia 30329
Gerald Stack	6 Mary Place Pequannock, New Jersey 07440

NINTH: In the event of the liquidation or dissolution of the Association, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Executive Committee of the Association shall transfer all of the assets of the Association in such manner as the members of the Executive Committee, in the exercise of their absolute discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes hereinbefore stated in ARTICLE THIRD hereof; and, provided further, that such distribution must be to one or more organizations, contributions to which are deductible under the provisions of Sections 170, 2055, and 2522 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

TENTH: The Association reserves the right to amend, alter, or change any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Executive Committee or the members of the Association to conduct the affairs of the Association in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent United States Internal Revenue laws.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, do hereby certify that the facts hereinabove stated are truly set forth, and, accordingly, I have hereunto set my hand and seal this day of , 197 .

WITNESS:

Julian H. Baumann, Jr.