

ARTICLES OF INCORPORATION
OF
CLAN GRANT SOCIETY U.S.A., INC.

FIRST: The name of the corporation is CLAN GRANT SOCIETY U.S.A., Inc.

SECOND: Its registered office is in the Commonwealth of Virginia and is located in the County of Arlington, at 4506 35th Road, North, Arlington, Virginia, 22207-4545, and its registered agent is Gordon M. Grant, who is an individual who is a resident of the Commonwealth of Virginia, who is an initial director of the corporation, and whose business address is identical with the above listed registered office.

THIRD: Said corporation is organized exclusively for charitable and educational, purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: This corporation shall be non-stock and organized not for profit. It is organized exclusively for charitable and educational purposes and is specifically intended to qualify as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article THIRD.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

In liquidation, dissolution or receivership, either voluntary or involuntary, or by operation of law, the Board of Directors of this corporation shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the total net assets of the liabilities of the corporation, dispose of the total net assets of the corporation to such corporations, associations or institutions established for and engaged in furthering educational, charitable, social or recreational purposes as the then existing Board of Directors may determine to be best suited to the accomplishment of said purposes, and provided that such organization to which such disposition of the net assets of this corporation shall be made shall be an organization exempt from taxation under Internal Revenue Code Section 501(c).

In furtherance of the purposes, and subject to the aforesaid express restrictions, the corporation shall have the power to receive, collect, solicit, and hold funds, gifts, and contributions of property and money, to take by bequest, devise, gift, contribution, donation, transfer, grant, assignment, purchase, lease or otherwise, real, personal and mixed property: to buy, sell, deal with, invest and reinvest the principal and surplus income therefrom and to distribute any of the same; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; and generally to exercise all and every power which a non-profit corporation organized under the laws of Virginia for charitable and educational, purposes can be authorized to exercise, including the power to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the object and purposes set forth in this Certificate of Incorporation.

FIFTH: The name and mailing address of the incorporation is as follows:

NAME	MAILING ADDRESS
Gordon M. Grant	4506 35th Road, North, Arlington, VA 22207-4545

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the officers, directors, or contributors to the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The Corporation shall have two (2) classes of members, namely, Active and Honorary. Membership provisions are set forth in Article III of the Corporate by-laws. Active members shall elect the directors.

NINTH: The business and affairs of the Corporation shall be governed and controlled by a Board of Directors consisting of seven (7) directors four (4) who shall be officers of the Corporation and three (3) shall be members at large to be elected for four (4) years terms, with staggered terms of election to commence and terminate at the time of the respective Annual General Meeting in each second year. The original board shall be elected, one third by lot for one year, one third for two years, and the remainder for three year terms. The President, Vice President, Secretary, and Treasurer shall serve as ex officio board members with votes. There shall be no limit on the number of terms a director may serve. A director may resign at any time, orally or in writing, by notifying the Board of Directors or the President or the corporation.

TENTH: The names and addresses of the initial directors are as follows:

Gordon M. Grant (Chairman)
4506 35th Road, North
Arlington, VA 22207-4545

Edward A. Grant
4355 Chatsworth Street, N
Shoreview, MN 55126-22209

Eugene G. Grant, Jr.
1250 Crestmont Drive
Angwin, CA 94508

Elizabeth B. Riggs
14994 Dufief Drive
North Potomac, MD 20878

George H. Grant
301 Masters Road
Hixson, TX 37343

Dr. Phillip A. Smith
372 Churchtown Road
Narvon, PA 17555

John C. Grant
5534 Joe Clay Drive
Stone Mountain, GA 30088

Marianna G. Hancin
12085 North 68 Lane
Peoria, AZ 85345

In furtherance and not in limitation of the powers conferred by the laws of the Commonwealth of Virginia, the Board of Directors of this corporation is expressly authorized and empowered, if for the purposes and not in violation of the express restrictions set forth in Articles THIRD and FOURTH, to do the following:

To set apart out of any of the funds of the corporation lawfully available a reserve or reserves for any proper purposes and to alter or abolish such reserves; to authorize and cause to be executed notes, bonds, mortgages, contracts and liens upon or with respect to any property, real, personal or mixed of this corporation.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation or any of them shall be open to public inspection, and no person shall have any right to inspect any account or books or documents of the corporation, except as conferred by law or authorized by the resolution of the Board of Directors.

To sell, lease or exchange all of its property and assets, including its corporate franchise, upon such terms and conditions and for such consideration, when as authorized by the affirmative vote of two-thirds of the Directors then in office.

This corporation may by its By-laws confer such additional powers, if for the purposes and not in violation of the express restrictions set forth in Articles THIRD and FOURTH, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on the Board of Directors and officers are granted subject to this reservation.

The membership is authorized and empowered to amend, alter, change or repeal the by-laws and the Certificate of Incorporation. Such action requires a proposal in writing and approved by two thirds of the Board of Directors before being submitted to the membership. Such changes will require a two thirds majority approval by vote of the members **voting**.

Given under our hands this 15 Day of October 2016.

Dr. William S. Grant
President
Clan Grant Society U.S.A., Inc.