

ARTICLES OF INCORPORATION  
OF  
CLAN WALLACE SOCIETY

We, the undersigned natural persons above the age of 21 years, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is CLAN WALLACE SOCIETY.

ARTICLE TWO

The Corporation is a non-profit corporation. No dividend shall be paid and no part of the income of this Corporation shall ever be distributed to or inure to the benefit of its members, directors, or officers. Any and all funds or other property remaining upon liquidation or dissolution of this Corporation for any reason shall be distributed to the Smithsonian Institute, Washington, D. C., U.S.A. No salaries shall ever be paid by this Corporation to any of its members, directors, or officers.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are:

Educational, with particular reference to the history of Scotland, its public figures, such as Sir William Wallace, the national hero of Scotland

and who suffered martyrdom for his country in 1305, its Clans and the heritage and achievements of those claiming Scot descent; and with particular reference to writings for publications, including the reprinting of articles and books now out of print concerning the history of Scotland, its Clans and the heritage and achievements of those claiming Scot descent; and with particular reference toward the collection, restoration, and preservation of places and objects of interest to the public generally, and particularly to the Clan and Family of Wallace; and with particular reference to communications and meetings involving these subjects with the Clan and Family of Wallace, those related to it by blood, or marriage, or common heritage, or with those having a common interest in them. It is expressly provided, however, that any such publications, collections, restorations, and preservation of places and objects of interest shall be made available to the public in general, and particularly to the Clan and Family of Wallace for their better education concerning the subject matter; and provided further that no private individual shall ever benefit directly from such acts, although such property may belong to the public, or this Corporation, or to any other entity which is qualified for exemption under Section 501(e)(3) of the Internal Revenue Code of 1954.

This Corporation shall never engage, however, in specific genealogical research for its members or other persons.

The purposes and powers of this Corporation are expressly limited to these purposes and this Corporation shall never engage in activities, which in themselves, are not in furtherance of the designated purposes.

#### ARTICLE FIVE

No part of the activities of this Corporation shall involve propaganda activities or attempts to influence legislation.

#### ARTICLE SIX

This Corporation shall never engage directly or indirectly in any Communistic activities.

ARTICLE SEVEN

The street address of the initial registered office of the Corporation is 108 So. Akard, Dallas, Dallas County, Texas 75201, U.S.A., and the name of its initial registered agent at such address is Chas. B. Wallace, Room 2304 Mobil Building, at such address, and whose Post Office address is Dallas, Texas, Box 900, 75221.

ARTICLE EIGHT

This Corporation shall have two classes of members: (1) life members contributing \$50.00 each to this Corporation, and (2) council members contributing 100.00 or more to this Corporation. Only council members shall have the right to vote in the election of the directors of this Corporation. All memberships in this Corporation are not transferable and no annual dues shall ever be collected and no assessments shall ever be levied. This Corporation shall never issue certificates for shares of stock.

ARTICLE NINE

The number of directors constituting the initial Board of Directors of the Corporation is four, and the names and addresses of the persons who are to serve as the initial directors are:

Chas. B. Wallace	5204 Edmondson Ave. Dallas, Texas 75209 .S.A.
Mrs. Charles B. Wallace	5204 Edmondson Ave. Dallas, Texas 75209 U.S.A.
Joe P. Wallace	1401 Zephyr Road Killeen, Texas 76541 U.S.A.
Mrs. Joe P. Wallace	1401 Zephyr Road Killeen, Texas 76541 U.S.A.

ARTICLE TEN

The name and street addresses of each incorporator is:

Chas. B. Wallace	5204 Edmondson Ave. Dallas, Texas 75209 U.S.A.
Mrs. Charles B. Wallace	5204 Edmondson Ave. Dallas, Texas 75209 U.S.A.
Joe P. Wallace	1401 Zephyr Road Killeen, Texas 76541 U.S.A.
Mrs. Joe P. Wallace	1401 Zephyr Road Killeen, Texas 76541 U.S.A.

IN WITNESS WHEREOF, we have hereunto set our hands this  
1st day of April, 1966.

Chas. B. Wallace  
Mrs. Charles B. Wallace  
Joe P. Wallace  
Mrs. Joe P. Wallace

STATE OF TEXAS

COUNTY OF DALLAS

I, the undersigned authority, a Notary Public, do hereby certify that on this 1st day of April, 1966, personally appeared before me Charles B. Wallace and Mrs. Charles B. Wallace, who each being by me first duly sworn, severally declared that they are two of the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Alice Sherwood  
Notary Public in and for  
Dallas County, Texas

(STATE SEAL)

My commission expires: \_\_\_\_\_

\_\_\_\_\_  
My commission expires  
June 1, 1967

STATE OF TEXAS

COUNTY OF BELL

I, the undersigned authority, a Notary Public, do hereby certify that on this 4th day of April, 1966, personally appeared before me Joe P. Wallace and Mrs. Joe P. Wallace, who each being by me first duly sworn, severally declared that they are two of the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Marlene A. Stroh  
Notary Public in and for  
Bell County, Texas

My commission expires:  
June 1, 1967

(SEAL)

IN THE NAME AND BY THE AUTHORITY OF  
THE STATE OF TEXAS  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF  
CLAN WALLACE SOCIETY

The undersigned, as Secretary of State of the State of Texas, hereby certifies that duplicate originals of Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Date: APRIL 5, 1966.

John L. Hill  
Secretary of State

(SEAL)

**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF THE  
CLAN WALLACE SOCIETY**

CLAN WALLACE SOCIETY (the "Corporation"), a Texas nonprofit corporation subject to the Texas Business Organizations Code, the undersigned has adopted the following amendments to its Articles of Incorporation filed on July 29, 1966 as stated in this Certificate of Amendment.

**ARTICLE I.**

The Corporation's name is Clan Wallace Society.

**ARTICLE II.**

The following amendment to the articles of incorporation was adopted by the board of directors of the Corporation on January 1, 2006 to reflect the adoption of amended and restated bylaws by the council members of the Corporation.

The amendment alters or changes Article Eight of the original articles of incorporation and the full text of each provision as altered is as follows:

**ARTICLE EIGHT**

This Corporation shall have four classes of members: (1) annual members, (2) life members, (3) council members, and (4) honorary members. Only council members shall have voting rights, including the right to vote in the election of directors of this Corporation. All memberships in this Corporation are not transferable. Membership fees and annual dues, if any, shall be determined from time to time by the council members.

**ARTICLE III.**

The Amendment has been approved in the manner required by the Business Organizations Code and the Corporation's governing documents. The entire board of directors of the Corporation joins in and has executed this Certificate of Amendment.



**Certificate of Amendment**

This is to certify that the original Bylaws of Clan Wallace Society were wholly replaced and amended by duly substituting the above and foregoing therefore, this the 1<sup>st</sup> day of January A.D. 2006, provided, however, that no objection is raised thereto by either the appropriate Federal authorities or the State of Texas, in which event the original Bylaws shall remain in full force and effect.

**Attest:**

**Board of Directors**

Board Member \_\_\_\_\_  
Kay Fulfs Cayler

Board Member \_\_\_\_\_  
Elmer Inman

Board Member \_\_\_\_\_  
Robert Wayne Jones

Board Member \_\_\_\_\_  
JoAnne Wallace McIntosh

Board Member \_\_\_\_\_  
Charles M. Wallace

Board Member \_\_\_\_\_  
Jean R. Wallace

Board Member \_\_\_\_\_  
John R. Wallace

Board Member \_\_\_\_\_  
Marcus J. Wallace

Board Member \_\_\_\_\_  
Robert B. Wallace

Board Member \_\_\_\_\_  
Thomas E.S.H. Wallace

Board Member \_\_\_\_\_  
William J. Wallace

**Attest:**

\_\_\_\_\_  
President, Clan Wallace Society

\_\_\_\_\_  
Legal Commissioner, Clan Wallace Society