

Exhibit A

Restated Articles of Incorporation

of the Utah Scottish Association

The Utah Scottish Association, originally incorporated in Utah in 1976, adopts the following Restated Articles of Incorporation. Upon their effective filing, these Restated Articles supersede the original Articles of Incorporation and all prior amendments.

Article I Name

The name of the corporation is Utah Scottish Association, referred to in these Restated Articles as the “Association.”

Article II Entity Status and Duration

The Association is a nonprofit corporation organized under the Utah Revised Nonprofit Corporation Act, Utah Code Title 16, Chapter 6a, as amended. It is a nonstock corporation, and its duration is perpetual unless dissolved in accordance with law and these Restated Articles.

Article III Purposes

The Association is organized and shall be operated exclusively for charitable, educational, literary, and cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law.

Its purposes include, without limitation:

- preserving, developing, teaching, and perpetuating the cultural heritage, history, traditions, arts, literature, music, dance, genealogy, athletics, and customs of Scotland and people of Scottish heritage;
- conducting and supporting the Utah Scottish Festival and Highland Games, Burns Suppers, dances, lectures, exhibitions, publications, educational programs, scholarships, research, public programs, and community events;
- promoting research and education concerning Scottish immigration, Scottish contributions to Utah and the United States, and the historical, civic, economic, and social role of people of Scottish heritage;
- collecting, preserving, displaying, and interpreting books, papers, photographs, works of art, artifacts, antiques, recordings, memorabilia, and other materials related to Scottish culture and history;
- encouraging cooperation, cultural exchange, and educational relationships among individuals, families, clans, schools, organizations, and communities in Utah, Scotland, and elsewhere; and
- undertaking any lawful activity that is reasonably necessary or appropriate to further these exempt purposes.

Article IV Powers

The Association has all powers granted to a Utah nonprofit corporation, subject to the limitations in these Restated Articles, the Act, and Section 501(c)(3). It may acquire, hold, use, lease, encumber, transfer,

and dispose of property; receive grants, gifts, devises, and bequests; enter into contracts; employ or retain persons and professional advisers; establish and control subsidiary entities; borrow money when duly authorized; and take all lawful actions necessary or convenient to carry out its purposes.

Article V Tax Exempt Limitations

Section 5.1 Private Inurement

No part of the net earnings or assets of the Association shall inure to the benefit of, or be distributable to, any director, officer, member, private shareholder, or other private person, except that the Association may pay reasonable compensation for services actually rendered and make payments in furtherance of its exempt purposes.

Section 5.2 Private Benefit

The Association shall not be organized or operated for the benefit of private interests except for incidental private benefits that result from activities furthering its exempt purposes and are permitted by federal tax law.

Section 5.3 Political Campaign Activity

The Association shall not participate or intervene in any political campaign, including by publishing or distributing statements, on behalf of or in opposition to any candidate for public office.

Section 5.4 Legislative Activity

No substantial part of the Association's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted under Section 501(c)(3) and any election made under Section 501(h) of the Internal Revenue Code.

Section 5.5 Prohibited Activities

The Association shall not conduct any activity that is unlawful or that would prevent it from qualifying or continuing to qualify as an organization described in Section 501(c)(3) or from receiving contributions deductible under Section 170(c)(2) of the Internal Revenue Code.

Article VI Members

Section 6.1 Voting Members

The Association shall have members with voting rights. The voting membership classes are Regular, Senior, Couple, and Life, together with any additional class lawfully established by amendment of the bylaws and these Restated Articles when required. Membership qualifications, dues, benefits, suspension, termination, and reinstatement procedures shall be stated in the bylaws.

Section 6.2 Voting Rights

Each individual voting member in good standing is entitled to one vote. Each person included in a Couple Membership is a separate member and is entitled to one vote if identified in the membership records and otherwise eligible to vote. Life Membership does not create more than one vote for any individual. Voting rights may be exercised at a meeting or through lawful written or electronic ballot procedures established in the bylaws.

Section 6.3 No Property Interest

Membership is personal and nontransferable. No member has an ownership interest in Association property or a right to receive income or assets of the Association.

Article VII Board of Directors

Section 7.1 General Authority

The affairs of the Association shall be governed by a Board of Directors. The terms “director” and “trustee” have the same meaning when used in historical records or governing documents of the Association.

Section 7.2 Number and Composition

The voting Board consists of the five elected officers and not fewer than four nor more than ten at-large directors, for a total of not fewer than nine nor more than fifteen voting directors. The Board may fix the number of at-large director positions within that range before nominations open, as provided in the bylaws. The immediate Past President may serve as a nonvoting adviser and is not counted for quorum unless separately serving as a voting director.

Section 7.3 Election and Terms

Voting members elect the President, First Vice President, Second Vice President, Secretary, and Treasurer annually. Each elected officer serves as a voting director during the one-year officer term. Voting members elect at-large directors to staggered three-year terms. Directors serve until their successors are elected and qualified unless they earlier resign, are removed, become ineligible, or die.

Section 7.4 Qualifications Removal and Vacancies

Director qualifications, term limits, resignation, removal, and vacancy procedures shall be governed by the bylaws and the Act. The Board may fill a vacancy for the unexpired term to the extent permitted by law and the bylaws.

Section 7.5 Quorum and Voting

A majority of the voting directors then in office constitutes a quorum. If a quorum is present, action is approved by a majority of directors present unless a greater vote is required by law, these Restated Articles, or the bylaws. Directors may not vote by proxy.

Article VIII Officers

The elected officers are President, First Vice President, Second Vice President, Secretary, and Treasurer. The voting members elect the officers annually in the manner stated in the bylaws. The Board may appoint an Assistant Treasurer and other assistant officers. Officer duties, succession, resignation, removal, vacancies, and limits on combining offices shall be governed by the bylaws and the Act.

Article IX Member and Board Meetings

Section 9.1 Annual Meeting

The annual meeting of voting members shall be held in October on a date and at a time and place, or by authorized remote means, fixed by the Board. Voting members shall elect officers and directors whose terms are expiring and may transact other business included in the notice.

Section 9.2 Special Meetings

Special meetings of members may be called by the President, a majority of the Board, or voting members holding at least ten percent of the votes entitled to be cast on an issue proposed for the meeting, subject to the Act and the bylaws.

Section 9.3 Electronic Participation and Ballots

To the fullest extent permitted by law, meetings, notices, waivers, consents, signatures, written ballots, and records may be conducted, delivered, signed, or maintained electronically. Remote participation counts as presence when statutory conditions and procedures in the bylaws are satisfied.

Article X Registered Agent Registered Office and Principal Office

Section 10.1 Registered Agent and Office

The Association shall continuously maintain a registered agent and registered office in Utah as required by law. The registered-agent and registered-office information in the records of the Utah Division of Corporations and Commercial Code is incorporated by reference and may be changed by an appropriate filing without amending these Restated Articles.

Section 10.2 Filing Information

Before filing, the current information is: Registered agent: Utah Commercial Registered Agent LLC. Utah street address of registered office: 7533 S CENTER VIEW CT STE R, West Jordan, UT 84084.

Section 10.3 Principal Office

The principal office shall be at a location in Utah designated by the Board. The Association may maintain additional offices and a secure mailing address as the Board determines appropriate.

Article XI Financial Governance and Restricted Assets

The Board shall safeguard the Association's charitable assets and maintain financial controls, budgets, records, reporting, conflict-of-interest procedures, and independent oversight as required by the bylaws, Board-adopted financial policies, donor restrictions, and applicable law. No loan may be made to a director, officer, member, volunteer, employee, contractor, or other private person. Assets held subject to a charitable trust or donor restriction shall be used and distributed only in accordance with that trust or restriction.

Article XII Limitation of Liability

To the fullest extent permitted by Utah law, a director or officer is not personally liable to the Association or its members for monetary damages for an act or omission taken in that capacity. This limitation does not apply to liability that may not lawfully be limited or eliminated, including liability for an unlawful distribution, intentional misconduct, a knowing violation of law, an improper personal benefit, or other conduct for which Utah law does not permit limitation. No member is personally liable for an obligation of the Association solely by reason of being a member.

Article XIII Indemnification and Insurance

The Association shall indemnify directors and officers and may indemnify employees, fiduciaries, volunteers, and agents to the fullest extent permitted by the Act. The Association may advance expenses

when the statutory conditions are satisfied and may purchase and maintain insurance for any person serving the Association or another entity at its request. No indemnification or advancement is permitted beyond the limits imposed by law.

Article XIV Subsidiaries and Affiliated Entities

The Association may create, acquire, control, or serve as the sole member of a subsidiary or affiliated entity when authorized under the bylaws and applicable law. Each entity shall maintain the legal, financial, tax, recordkeeping, contracting, insurance, and operational separation appropriate to its form. Transactions among affiliated entities must be documented, fair, and consistent with the Association's exempt purposes and conflict-of-interest requirements.

Article XV Amendments and Restatements

Section 15.1 Governing Standard

These Restated Articles may be amended or restated only in accordance with the Act and any greater approval requirement stated in these Restated Articles or member-adopted bylaws.

Section 15.2 Board and Member Approval

Except for an amendment that Utah law expressly permits the Board to adopt without member action, an amendment or restatement containing substantive changes shall first be adopted by two-thirds of the voting directors then in office and then approved by two-thirds of the votes cast by voting members at a meeting with a quorum or through a lawful ballot process. Approval is also required from each voting group entitled by law to vote separately.

Section 15.3 Notice

The notice of a meeting or ballot to consider an amendment or restatement shall include the proposed text or a clear summary and shall be delivered at least thirty days before the vote unless applicable law requires a different period.

Article XVI Dissolution

Dissolution shall be authorized by the Board and voting members in the manner required by Utah law. After paying or adequately providing for all liabilities and honoring any trust or donor restrictions, the Association's remaining assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) to one or more organizations then recognized as exempt under Section 501(c)(3), preferably organizations whose purposes are consistent with the Association's purposes, or to the federal government or a state or local government for a public purpose. No remaining asset may be distributed to a director, officer, member, or other private person.

Article XVII Construction and Supersession

Section 17.1 Governing Law

These Restated Articles shall be construed consistently with the Act and federal tax law applicable to organizations described in Section 501(c)(3). References to a statute or federal tax provision include later amendments and corresponding successor provisions.

Section 17.2 Severability

If a provision is held invalid or unenforceable, the remaining provisions continue in effect to the fullest extent possible.

Section 17.3 Supersession

Upon their effective filing, these Restated Articles supersede the original Articles of Incorporation filed in 1976 and every prior amendment to those Articles.