

ARTICLES OF INCORPORATION

of

THE CAPTAIN JAMES AND CHLOE STEELE SKILTON FAMILY ASSOCIATION, (INC.)

ARTICLE I. THE ASSOCIATION

Section 1. Name: The name of the corporation is THE CAPTAIN JAMES and CHLOE STEELE SKILTON FAMILY ASSOCIATION, (INCORPORATED) hereinafter called THE ASSOCIATION.

Section 2. Purpose: The nature of the activities to be conducted, or the purpose to be promoted or carried out by THE ASSOCIATION, are as follows:

- (a) To record and perpetuate the history and genealogy of this founder family and the descendants of Doctor Henry Skilton and his wife, Tabitha Avery Skilton; exclusively through and from their grandson, Captain James Skilton, and his wife, Chloe Steele Skilton. THE ASSOCIATION shall be made up of the descendants of this family exclusively;
- (b) To perpetuate an interest in the Skilton Family as a unit and to perpetuate the memory of its ancestors;
- (c) To continue the tradition of Reunions;
- (d) To raise, augment, safeguard, invest and reinvest the funds of THE ASSOCIATION;
- (e) To administer THE ASSOCIATION and its affairs for the purposes and in the manner set forth in these Articles;
- (f) To undertake such projects and activities as THE ASSOCIATION may elect; and
- (g) To honor and perpetuate Judeo-Christian values from which we derive family definition and concepts.

In keeping with this purpose:

- i. THE ASSOCIATION is organized exclusively for educational and historical purposes, including, for such purposes, the making of distributions (i.e. Reunion Reports) to organizations that qualify as exempt organizations under Section 501(c)(3/7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); and
- ii. No substantial part of the activities of THE ASSOCIATION shall be carrying on of propaganda, otherwise attempting to influence legislation, and THE ASSOCIATION shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

Further, notwithstanding any other provisions of these articles, THE ASSOCIATION shall not carry on any other activities not permitted to be carried on

- i. By a corporation exempt from federal income tax under Section 501(c)(3/7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or
- ii. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Nonprofit: The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

Section 4. Membership: The classes, rights, privileges, obligations, and the manner of election or appointment of members are as follows:

- (a) Lineal Descendants: Membership shall be open to all lineal descendants of Doctor Henry Skilton and his wife, Tabitha Avery Skilton, exclusively through and from his grandson, Captain James Skilton, and his wife, Chloe Steele Skilton; and those persons wedded to such descendants;
- (b) Legally Adopted Persons: Membership shall be open to any person or persons who shall be legally adopted by any such descendant or descendants; those persons wedded to such adopted persons; and the descendants of such adopted persons;
- (c) Surviving Spouse: A person who becomes eligible for membership in THE ASSOCIATION by marriage may continue such membership after the termination of such marriage by death. The remarriage of the surviving spouse shall not terminate his/her membership;
- (d) Marriage Terminated By Divorce: For such marriage terminated by divorce, statistical membership of that non-Skilton spouse will be terminated. Embraced Friendship status may be applied for to the Statistician of THE ASSOCIATION. Children of this marriage will remain members.
- (e) Classes of Members: There shall be four classes of members: Sustaining, Associate, Statistical Family Members, and Friends Embraced by the Association. Statistical records will be kept on Sustaining, Associate and Statistical Family Members:
 - (1) Sustaining Family Members are those who have paid the annual membership fee. Membership includes all families as defined in Section 5(a) of these Articles. Sustaining Members are eligible to vote and receive the periodic general mailing to members of THE ASSOCIATION;

(2) Associate Family Members are former Sustaining Family Members who have not paid the annual membership fee for the current fiscal year. They are eligible to vote and receive the periodic general mailings to members of THE ASSOCIATION. After two years of non-payment, these members shall become Statistical Family Members;

(3) Statistical Family Members are those who lapsed in their Sustaining Family Membership fee payments for two years, or those who became members statistically by being recorded within the records of the Statistician of THE ASSOCIATION. Reinstatement as a Sustaining Family Members will occur upon the payment of the current membership fee. There shall be no penalty charge;

(4) Friends Embraced by THE ASSOCIATION are non-lineal persons who are interested in membership:

- (a) They will ask for this class of membership in writing to the Statistician;
- (b) The Statistician will bring the request before the Executive Board for review;
- (c) The Executive Board will bring the request to the next Annual Membership meeting for approval; and
- (d) After having been approved by the Family at an Annual meeting, the Embraced Friends class will be identified by name in the next Annual Reunion Report.

This is a non-voting member class. They will pay membership fees and will receive the periodic general mailing sent to members of THE ASSOCIATION. Membership will be for life. However, if they lapse paying their membership fees for two years, they will be dropped from the Friends class. Descendants of Embraced Friends are not automatically added to this class;

Section 5. Fees:

- (a) Annual Membership: Payable by August 31st of each year, fees shall be determined by the Executive Board in accordance with the ByLaws of THE ASSOCIATION and shall apply to "Families". "Families" are defined as follows:
 - (1) Husband and/or wife and any unmarried children up to the age of 22; or
 - (2) Any unmarried member age 22 and older; or
 - (3) Any member age 80 and older. This group can request that his/her fee be waived without prejudice, if he/she has paid the membership fees for two years prior to qualifying to enter this group.
- (b) Activity Fee: Fees may be charged for participation in activities sponsored by THE ASSOCIATION;

Section 6. Fiscal Year: The fiscal year of THE ASSOCIATION shall be from June first through the following May thirty-first;

Section 7. Right To Vote: The right to vote at any meeting of THE ASSOCIATION shall be restricted to those members who are Sustaining and Associate Family Members. There shall be no Vote by Proxy, except on proposed revision(s) to these Articles of Incorporation. When revision(s) will materially affect the rights of Sustaining and Associate Family members, They shall be allowed to vote on such matters by proxy. The meeting notice shall then contain a Proxy statement so that members can assign their vote to a designated voting member or the Secretary;

Section 8. Membership Meetings:

(a) The term "Reunion" shall be understood as referring to the Reunion of the Skilton Family which is normally held once a year in Connecticut and the term "Reunion Day" to the day or days on which such Reunion is held.

(b) Annual Meeting: The annual meeting of THE ASSOCIATION shall be held at the Reunion on one of the Reunion Days, the hour to be set by the President.

Should the Reunion be omitted during any fiscal year, the annual meeting of THE ASSOCIATION shall be determined by the President as follows:

(1) The President will call and reach at least 2/3 of the Executive Board by telephone; and

(2) A time and place will be selected and communicated to each Sustaining, Associate and Embraced Friend member of THE ASSOCIATION.

(c) Special Meetings: Special meetings of THE ASSOCIATION may be called at any time at the discretion of the President and must be called at the written request of any three members of the Board filed with the Secretary. The place of a special meeting shall be in the State of Connecticut.

Section 9. Notices:

(a) Reunion Notice: The notice of the date and location of the Reunion for the following year shall normally be included in the printed report of each year's Reunion. Each year, a notice of the Annual Reunion will be mailed to Sustaining, Associate and Embraced Friend members at least thirty one (31) days prior to the Reunion.

- (b) Executive Board Meeting Notice: Notices of each regular and special meeting of the Executive Board shall be mailed to the Members of the Executive Board by the Secretary at least thirty one days (31) prior to such meetings.
- (c) All other Meeting Notices: Written Notice of other meetings of the membership shall be mailed to the eligible membership at least thirty one (31) days prior to the meeting date. The Notice shall state the date, time and place of the meeting of THE ASSOCIATION as well as the business to be considered.

Section 10. Quorum: For business of the Annual Meeting, fifteen members entitled to vote shall constitute a quorum for the transaction of business.

Section 11. Officers: The Officers of THE ASSOCIATION shall be a President, a President-Elect, Past President, a Secretary, a Treasurer, a Chaplain, two Auditors, a Statistician, a Membership Secretary and four Trustees. Officers shall serve for a period of two years, or until their successors shall be elected. THE ASSOCIATION may elect such additional officers as it considers necessary.

Section 12. Election: The Officers shall be elected for a two-year term at the annual meeting of THE ASSOCIATION held during even years (i.e. 1998, 2000, 2002, etc.).

Section 13. Eligibility: Only Sustaining Family Members shall be eligible for election as Executive Board Members. A Past President may not be elected as President-Elect at the conclusion of his/her term as Past President.

Section 14. Vacancies: The Executive Board may fill any vacancy in an office in THE ASSOCIATION or in any Committee, and may fill a vacancy in the Executive Board until the time of the next election held during the annual meeting of THE ASSOCIATION.

ARTICLE II. THE EXECUTIVE BOARD

Section 1. Duties: THE ASSOCIATION shall be under the direction of an Executive Board, hereinafter called the Board, and shall consist of the President, who shall act as Chairman of the Board; the Past President; the President-Elect; the Secretary, who shall act as Secretary of the Board; the Treasurer; the Chaplain, the Statistician, the Membership Secretary, and four elected trustees. The Board shall have oversight and control of all property of THE ASSOCIATION. Between meetings of THE ASSOCIATION, ASSOCIATION affairs shall be administered by the Board. Under the direction of the Past President, the Board will be responsible for the nominating functions.

Section 2. Authority of Executive Board: The Board shall have the power to act on behalf of the membership and manage the affairs of THE ASSOCIATION in accordance with the Articles of Incorporation and ByLaws.

Section 3. Meetings: Meetings of the Board shall be called by the President as needed and there will be at least one meeting a year.

Section 4. Notices: Notices of each regular and special meeting of the Board shall be mailed to the Members of the Board by the Secretary at least thirty one (31) days prior to such meetings.

Section 5. Quorum: Seven Executive Board Members present in person shall constitute a quorum for the transaction of Business.

Section 6. Annual Report: A report of the proceedings of the Board shall be presented in writing by the Secretary at each annual meeting of THE ASSOCIATION, and also published in The Annual Reunion Report.

ARTICLE III. All meetings shall be conducted according to procedures specified in the most recent edition of Roberts Rules of Order.

ARTICLE IV. PROPERTY

Section 1. Custodian: The Board shall have power and authority to receive and/or decline by devise, bequest or otherwise, and to receipt for personal property of every sort; to receive, hold, buy and sell personal property and securities and to deposit, invest, reinvest and disburse the same, all in accordance with the provisions of these Articles.

The Board shall have power and discretion to receive and to receipt for any gifts of any kind for any specific purpose and shall have power to use such gifts for the purpose or purposes for which they shall be given and designated.

Section 2. Loans to Members: The Board may, at its discretion, make loans to Members for the purpose of rendering assistance in such circumstances as the Board may deem it expedient to do so, loans to be repaid on terms approved by the Board and to bear such rate of interest as may be determined by the Board.

Section 3. Investments: The Board shall have power and authority to invest and reinvest the funds of THE ASSOCIATION, but aside from Memorial-Educational loans permitted under the By-Laws, Four, Section 2.2, no money shall be invested in securities which are not approved, designated or authorized by the laws of the State of Connecticut for the legal investment of Trust Funds, provided that THE ASSOCIATION may receive and accept

securities donated to it and when necessary shall convert same into cash or legal investments for Trust Funds as soon as it may be done conveniently.

Section 4. Donations: The Board shall have the power to make to a person or persons, or to an organization, or organizations, donations or grants of money, intended to further the purposes, of THE ASSOCIATION.

Section 5. Disbursing or Withdrawing Moneys:

- (a) The signature of the Treasurer or the Statistician shall be required to disburse moneys or to withdraw money from any bank or depository.
- (b) Disbursing Moneys: No sum exceeding the net annual accrued earnings of THE ASSOCIATION, plus any unrestricted gifts and bequests received during the year, plus any unexpended balance of any unrestricted gifts and bequests previously received may be employed under the direction of the Executive Board in such manner as it may elect, or as THE ASSOCIATION may direct, for the furthering, promotion, encouragement and accomplishment of any object, project or plan calculated or intended to carry out the purposes of THE ASSOCIATION as specified in these Articles.

Section 6. Bonding: When the funds of THE ASSOCIATION shall have reached the amount of Fifty Thousand Dollars (\$50,000.00), the Executive Board shall determine which of the Family Members shall be bonded at the expense of THE ASSOCIATION in such sum as the Board may prescribe, for the faithful discharge of their duties.

ARTICLE V. AMENDMENTS

Section 1. Proposed Amendment(s): These Articles may be amended by a member submitting in writing such proposed amendment(s) to the President, who shall provide copies of the Proposed Amendment(s) to the other Executive Officers. The Executive Board shall then discuss and vote on any such proposed amendment(s). A two-third vote to place the proposed amendment(s) before the membership will be required.

Section 2. Approval of Amendment(s): The proposed amendment(s) that have been approved by the Executive Board shall be given in written notice of the subject matter of such amendment(s) in the notice of such meeting. The proposed amendment(s) may then be voted upon. Approval needs a majority vote of the members present and voting. Proxy voting shall be only allowed as outlined under Article I, Section 7.

ARTICLE VII. DISSOLUTION

Section 1. Dissolution by the Members: By a two-thirds vote of the Members in attendance and voting at any annual or special meeting of THE ASSOCIATION, the Members thereof may vote to dissolve THE

ASSOCIATION provided notice of such intent is given in the call for such meeting.

Section 2. Dissolution by the Board: Should the Reunion be discontinued for a period of five consecutive years, the Board shall thereupon dissolve THE ASSOCIATION.

Section 3. Disposition of Assets: Upon dissolution of THE ASSOCIATION, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation as follows:

(a) Other than Liquid Assets: Family Members will be invited to take back any other assets which were given to THE ASSOCIATION by their lineal ancestors subject to Conditional Assets as defined in Section 3(b);

(b) Conditional Assets: Assets held by THE ASSOCIATION upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such agreements. Conditional agreements will be in writing and will be held by the Treasurer of THE ASSOCIATION;

(c) Historical and/or Genealogical Records: The historical and genealogical files, records, and holdings of THE ASSOCIATION shall in their entirety be transferred to the Skilton Museum section of the Morris Historical Society if, at the time of dissolution, that society continues to exist and to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); and

(d) Remaining Assets: Any remaining assets of THE ASSOCIATION shall be transferred or conveyed to one or more corporations, societies or organizations operated for educational and historical purposes and qualifying as exempt organization(s) under Section 501(c)(3/7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and in accordance with any plan of distribution to such corporations, societies, or organizations as may be adopted by the last voting members of the corporation.

Section 4. Undistributed Assets: Any assets not distributed in accordance with Section 3 above shall be disposed of by a court of competent jurisdiction acting in lieu of the Executive Board and subject to the same restrictions as specified in Section 3.

Dated at _____, Connecticut this _____ day
of _____, 199_.

We hereby declare, under the penalties of false statement, that the
statements made in the foregoing certificate are true.

Incorporator

Incorporator

Incorporator

These Articles of Incorporation recommended and adopted at the annual meeting
of THE ASSOCIATION on July 19, 1997.