

or elsewhere, ~~as~~ CERTIFICATE OF INCORPORATION.

carry on its activities, and to exercise all powers necessary  
or convenFIRST: The name of this Corporation shall be

THE NATIONAL RED SETTER FIELD TRIAL CLUB.

SECOND: Its principal office or place of business in the  
State of Delaware shall be located at 15-17 Dover Green, in the  
City of Dover, County of Kent, and its resident agent shall be  
The Capital Trust Company of Delaware, whose address is 15-17  
Dover Green, Dover, Delaware.

THIRD: The nature of the activities and the objects and  
purposes proposed to be promoted and carried on are to do any and  
all of the things herein set forth, as fully and to the same extent  
as natural persons might or could do and in any part of the world,  
viz:

To do all necessary and desirable acts and things to  
improve the breed known as the Irish Setter for field purposes and  
to hold field trials and to do any and all other acts and things  
usual, necessary or convenient in carrying on such basic purposes  
and objectives of this corporation.

To enter into, make and perform contracts of every  
kind with any person, firm, association or corporation and  
municipality, body politic, country, territory, state or other  
form of government, and without limit as to the amount; to draw,  
make, accept, endorse, discount, execute and issue promissory notes,  
drafts, bills of exchange, warrants, bonds, debentures and other  
negotiable or transferable instruments and evidences of indebtedness,  
and whether secured by mortgage or otherwise, as well as to secure  
the same by mortgage or otherwise; to acquire by purchase, lease  
or otherwise and to hold, own, operate and to sell or in any manner  
dispose of personal property and/or real estate in the State of Delaware  
set forth.



FOURTH: This Corporation may now or hereafter desire to or elsewhere, as the Corporation may now or hereafter desire to carry on its activities, and to exercise all powers necessary or convenient in and about the acquiring, holding and/or disposal of personal property and/or real estate.

To purchase, hold, sell, assign, transfer, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other state, country, nation or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

NAME	RESIDENCE
Carl Schollenberger	Allentown, Pa.

To conduct business in any of the states, territories, colonies or dependencies of the United States and in the District of Columbia and in any and all foreign countries and to have one or more offices therein and also therein to purchase or otherwise acquire, own, hold and possess, mortgage and in any manner dispose of any and all interests in personal property and in real estate and without limit as to the amount.

To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise and either alone or in company with others.

It is intended that each of the objects, purposes and powers herein set forth shall be regarded as independent objects, purposes and powers and that together with all the powers conferred by the laws of the State of Delaware, this corporation shall also have the power to carry on any other activity which may be usual, useful, necessary or convenient in connection with or incidental to any of the purposes, objects and activities herein above set forth.



FOURTH: This Corporation shall not have the power to issue capital stock and shall be a non-profit organization and the members shall be the incorporators and such other persons as may be admitted to membership in accordance with the by-laws of this Corporation outside of the State of Delaware at such place or places as may be from time to time designated by the by-laws of this Corporation from time to time in effect and such persons as shall have the right to continue as members in accordance with the by-laws as aforesaid and the specific other terms of membership shall be as set forth in the by-laws of this Corporation as the same may be in effect from time to time.

FIFTH: The names and places of residence of the incorporators are as follows:

NAME	RESIDENCE
<u>Carl Schollenberger</u>	<u>Allentown, Pa</u>
<u>R.C. Baynard, Jr.</u>	<u>Dover, Delaware</u>
<u>Joyce Schollenberger</u>	<u>Allentown, Pa.</u>

SIXTH: The existence of this Corporation shall be perpetual.

SEVENTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The directors shall have power to make and to alter or amend the by-laws, and authorize and cause to be executed mortgages and liens without limit as to amount upon the property of this Corporation.

The by-laws shall determine whether and to what extent the accounts, books and records of this Corporation, or any of them, shall be open to the inspection of the members and no member shall

have any right of inspecting any account, record or document of this Corporation except as conferred by law, or the by-laws, or by resolution of the members or directors from time to time duly adopted.



STATE OF DELAWARE  
The members and directors shall have power to hold their meetings and keep the books, documents and records of the Corporation outside of the State of Delaware at such place or places as may be from time to time designated by the by-laws or by duly adopted resolution of the members or directors.

The directors shall have power, by a resolution adopted by a majority of the entire Board and under suitable provision of the by-laws, to designate two or more members of the Board of Directors to constitute an Executive Committee which Committee shall for the time being, as provided in said resolution or in the by-laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the affairs and activities of the Corporation and shall have power to authorize the seal of the Corporation to be affixed to all such papers as may be required by same.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware and all rights conferred <sup>on</sup> officers, directors and members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, for the purposes of forming a Corporation under the laws of the State of Delaware, do hereby make, file and record this certificate of incorporation and do certify that the facts herein stated are true and we have accordingly hereunto set our respective hands and seals.

Dated at Dover, Delaware,  
November 17, 1956  
In the presence of

C.L. Harmonson

Carl Schollenberger (SEAL)

R.C. Baynard, Jr. (SEAL)

Joyce Schollenberger (SEAL)



**State of Delaware**  
STATE OF DELAWARE,  
COUNTY OF KENT' SS:

BE IT REMEMBERED, That on this Seventeenth  
day of November, A. D. 1956, personally appeared before me, the  
subscriber, a Notary Public for the State of Delaware, Carl  
Schollenberger, R.C. Baynard, Jr. and Joyce  
Schollenberger, parties to the foregoing Certificate of  
Incorporation, known to me personally to be such, and severally  
acknowledged the said Certificate of Incorporation to be their  
act and deed, and that the facts therein stated are truly  
set forth.

GIVEN UNDER my hand and seal of office the day and year  
aforesaid.

C.L. Harmonson  
Notary Public

Notarial Seal.

C.L. Harmonson  
Notary Public  
Delaware  
Appointed Aug. 3, 1955  
For 2 years

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this \_\_\_\_\_  
of \_\_\_\_\_ November \_\_\_\_\_ in the year of our Lord  
one thousand nine hundred and \_\_\_\_\_ fifty-six.

John R. McDowell  
Secretary of State





**Office of Secretary of State.**

*I, John N. McDowell, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Incorporation of "THE NATIONAL RED SETTER FIELD TRIAL  
CLUB", as received and filed in this office the twentieth day of  
November, A.D. 1956, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* twentieth *day*  
*of* November *in the year of our Lord*  
*one thousand nine hundred and* fifty-six.



*John N. McDowell*  
Secretary of State