

**Articles of Incorporation of  
The Clan MacKenzie Society in the Americas, Inc.  
(A Corporation Not For Profit)**

The undersigned, with other persons, acting as incorporator of a Corporation for education, charitable, and philanthropic purposes, pursuant to the provisions of Chapter 617 of the Florida Statutes, adopt the following:

**Article I**

The name of this corporation shall be: The Clan MacKenzie Society in the Americas, Inc.

**Article II**

This corporation shall have perpetual existence. Corporation existence shall commence upon filing with the Secretary of State.

**Article III**

The nature of the objects and purposes of this corporation shall be:

- A. To provide educational, charitable, cultural, recreational, and social benefits to the general public and to MacKenzie descendants and descendants of the septs of the Clan Mackenzie in the areas of Scottish culture.
- B. To promote, perpetuate, and encourage Scottish Traditions and Heritage throughout the United States and Canada. To that end we shall endeavor to educate, acquaint, and disseminate information to the general public and to MacKenzie descendants and descendants of the septs of the Clan MacKenzie, by all available means, of the important contributions of MacKenzie and MacKenzie descendants to the economic, scientific, cultural, military, and public life of the United States and Canada.
- C. To further promote, perpetuate, and encourage Scottish Traditions and Heritage by serving as Clan Sponsors at various Scottish Highland Games and Gatherings.

**Article IV**

The membership of the corporation shall consist of all persons hereinafter named as subscribers and such other persons, as from time to time thereafter may become members, upon application to the Secretary, according to paragraph A of this article.

- A. All persons, regardless of age, sex, national origin, or religious belief, who express and profess to the satisfaction of the membership committee, a genuine interest in the purposes and objectives of the corporation, have a genuine love of the Scottish Heritage and Tradition with respect to the Clan MacKenzie, and who will work to uphold, promote, and encourage perpetuation of Scottish Tradition and Heritage, shall be eligible for membership.

## **Article V**

The registered address of this corporation shall be: 242 Bentbough Drive, Leesburg, FL 34748 and the registered agent at that address shall be Richard Melucci. The mailing address of this corporation shall 242 Bentbough Drive, Leesburg, FL 34748.

## **Article VI**

- A. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer.
- B. The names of the persons, who having duly been appointed to serve as officers until the first meeting of the Board of Directors are:
  - Allan MacKenzie, President
  - Malcolm K. MacKenzie, Vice-President
  - John D. MacKenzie, Secretary, Registered Agent
  - Clarice McKenzie, Treasurer.
- C. The officers shall be elected as provided in the Bylaws.

## **Article VII**

- A. The business affairs of this corporation shall be managed by the Board of Directors. The Board of Directors will consist of elected officers and Commissioners appointed by the President. This corporation shall have at least four (4) Commissioners. The number of Commissioners may be increased in accordance with the Bylaws.
- B. Commissioners shall be members of the corporation in good standing.

## **Article VIII**

- A. The Board of Directors shall provide Bylaws to conduct Society business and may make changes as they deem necessary from time to time.
- B. Upon proper notice, the Bylaws of the corporation may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors. Each member of the Board is entitled to one vote.

## **Article IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors. Each member of the Board is entitled to one vote.

## **Article X**

No part of the earnings, receipt of dues, sale of advertising, receipts of gifts, contributions or other funds from whatever source of the corporation, shall inure to or benefit or be distributed to its members, directors, officers, or other private person. The corporation shall be empowered and authorized to make

payments and distributions in the furtherance of the purposes and objectives as set forth hereinbefore. No part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on

- A. by a corporation exempt from any Federal Income Tax under Section 501(3)(c) of the Internal Revenue Code of the United States or
- B. by a corporation, public contributions to which would be deductible under section 170(c)(2) of the Internal Revenue Code of the United States or corresponding sections of any prior or future laws.

### **Article XI**

Upon dissolution of the corporation, the Board of Directors shall, 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 then remaining exclusively for the purpose and objectives of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for education or charitable purposes as shall at the time qualify as an exempt organization under Sections 501(3)(c) and 170(c)(2) of the internal Revenue Code of the United States or corresponding sections of any prior or future law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court located in the County in which the principal office of the corporation is then located, having jurisdiction over such matters, exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

A dissolution of this corporation must be approved by a majority vote of at least ninety percent (90%) of the members then registered.

### **Article XII**

This corporation, in the furtherance of its purposes and objectives, shall be entitled to and be possessed of all of the privileges, franchises, and powers, including the borrowing of money, granted to corporations not for profit pursuant to the laws of the State of Florida. The corporation may acquire and dispose of property, real, personal, and mixed, tangible and intangible, by purchase, exchange, gift, or otherwise, without limitation as to kind or amount, and the corporation may incur debts or indebtedness, secured and unsecured, in connection with and growing out of any act or transaction arising from or in the furtherance of any of its stated or authorized purposes including fund raising, sale of advertising and any methods not forbidden by statute for corporations not for profit.

The Board of Directors may, but shall not be required to, adopt Bylaws which limit the nature or amounts of such liabilities of the corporation or proscribe the method of authority of the officers to issue same.

### **Article XIII**

Exemption of Liability – The private property, properties, assets, funds of any and all kinds and nature now held, owned, controlled and the same as may be acquired in the future of and by the individual incorporator, members, commissioners, officers, employees and agents of this corporation shall be forever exempt and untouchable by and from any liability or whatever nature, that may arise from the activities of

this corporation in pursuing its stated and authorized purposes and objectives. It is hereby specified and provided that each commissioner, member, officer, and agent shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a commissioner, officer, or member of this corporation, except in relation to matters as to which shall be adjudged in such action, suit, or proceeding to be liable by reasons of gross negligence or misconduct in the performance of his duties.

### **Article XIV**

The name and address of the incorporator is:

John D. MacKenzie  
657 Wren Drive, Casselberry, FL 32707

Dated the 28<sup>th</sup> day of January, 1988. IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

John D. MacKenzie        (SEAL)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.235 Florida Statutes.

STATE OF FLORIDA COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared John D. MacKenzie, to me well known to be the person who executed the foregoing articles of incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. In WITNESS THEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of January, 1988

Jerri Marcon  
Notary Public, State of Florida  
(Notary Stamp)

My commission expires:  
Apr 15, 1991  
Bonded by Security Bond Associates, Inc.

Certified to be a True Copy:

(signature)

John D. MacKenzie  
Secretary