

Draft 4/28/2008

Proposed

Articles of Incorporation of

The Clan MaCallum/Malcolm Society of North America, Inc.

In compliance with Chapter 617 of the Florida Statutes (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 ***NAME***

The name of this corporation shall be: The Clan MacCallum/Malcolm Society of North America, Inc.

Article II ***PRINCIPAL OFFICE***

The principal place of business and mailing address of this corporation shall be: 3295 Chimney Drive, Middleburg, Florida 32068

Article III ***PURPOSE***

This nonprofit corporation is organized for the following exclusively charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the corresponding provision of any future United States internal revenue law:

- a. to promote the preservation and study of Scottish history, culture and heritage;
- b. the acquisition, compilation, preservation and distribution of information of historical, cultural and genealogical interest to those of the surname, MacCallum, McCallum, McCollum, Malcolm and its families, regardless of spelling;
- c. to provide for the public a forum for discussion groups, lectures, musical programs, entertainment and instruction on our Scottish Cultural Heritage;
- d. to cooperate with other Scottish Clan and Celtic organizations which have like interests;
- e. to disseminate information of an advisory and educational nature which will be of value to its members and the general public.

This Corporation shall operate solely in a manner that conforms with the nonprofit corporation requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or in the corresponding provision of any future United States internal revenue law.

Article IV ***MANNER OF ELECTION***

- A.** The method of selection of the Board of Directors shall be stated in the bylaws.
- B.** The Board of Directors shall consist of three or more members, as provided in the bylaws.

Article V ***INITIAL BOARD OF DIRECTORS***

The names of the persons, who having duly been appointed to serve as officers until the first meeting of the Board of Directors are:

- Neil McCallum, President, 2225 Keyes Avenue, Madison, WI 53711
- Lon McCollum, Vice-President, 818 Quinlan Drive, Williamston, MI 48895
- J. Kinloch McCollum, Jr., Secretary/Treasurer, 3295 Chimney Drive, Middleburg, FL 32068

Article VI ***INITIAL REGISTERED AGENT AND STREET ADDRESS***

The name and Florida address of the registered agent is: J. Kinloch McCollum, Jr., 3295 Chimney Drive, Middleburg, Florida 32068.

Article VII ***INCORPORATOR***

The name and address of the incorporator is:
Lon S. McCollum, 818 Quinlan Drive, Williamston, MI, 48895

Article VIII ***INDEMNIFICATION***

To the fullest extent permissible under the law, no officer or member of this Corporation shall be personally responsible for the legal or financial obligations of this Corporation and shall be indemnified by this Corporation against any cost arising from civil suit or proceeding to which the officer or member may be a party by reason or actions taken on behalf of this Corporation as long as those actions were in good faith and did not involve willful misconduct.

Article IX ***DISSOLUTION OF ASSETS***

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the remaining assets of this corporation. Such disposal shall be exclusively for the purposes and

objectives of this corporation, or to such other organization or organizations that are operated in a manner that qualifies as an exempt organization under Sections 501(c)(3) and 170(c)(2) of the internal Revenue Code of the United States or any 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 are organized and operated exclusively for such purpose.

**Article X *CONFORMANCE WITH SECTION 501(C)(3)
OF THE FEDERAL INTERNAL REVENUE
CODE***

No part of the net earnings of the corporation, shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives as set forth in Article III above. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation and the Bylaws of this Corporation, to the extent that the following provisions of the Code are applicable, the Corporation and the directors shall not engage in any act of self-dealing which would give rise to any tax liability under Section 4941(d) of the Code, shall not retain any excess business holdings which would make the Corporation subject to tax under section 4943(c) of the Code, shall not make any investments in a matter that will subject the Corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures which would be subject to the corporation tax under Section 4945 of the Code. 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(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future federal tax code; 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 federal tax laws.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date