

# Certificate of Incorporation

Under section 402 of the Not-For-Profit Corporation Law of the State of New York

## 1. NAME.

The name of the Corporation shall be AMERICAN SPANIEL CLUB, INC.

## 2. NON-PROFIT PURPOSE.

It is the intention of this Corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(c)(7) of the United States Internal Revenue Code of 1954 as the same may from time to time be amended. Accordingly:

(A) The Corporation is not to have authority to issue capital stock;

(B) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual (except that reasonable compensation may be paid for service rendered to or for the Corporation affecting one or more of its purposes as permitted under Article 5 of the Not-For-Profit Corporation Law; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the purposes of the Corporation as aforesaid;

(C) The Corporation shall not participate in or intervene in (by publishing or distributing of statements or otherwise) any political campaign of any candidate for public office; and

(D) In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law) and after the payment of just debts and liabilities, the Board of Directors shall distribute the property or assets of the Club, provided, however, that none of the property or assets of the Corporation shall be made available in any way to any private individual, corporation or other organization except to corporations or other organizations described in Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended, in furtherance of the purposes for which the Corporation is created, subject to the order of the Supreme Court of the State of New York, as provided by law.

## 3. CLASSIFICATION.

The Corporation is a Non-Charitable corporation under Section 210 of the Not-For-Profit Corporation Law.

## 4. PURPOSES.

The Corporation is organized to function as a Dog Club, and to take over, carry on and continue the affairs, property, obligations and business of the unincorporated association known as the "AMERICAN SPANIEL CLUB," and to have the following purposes and objectives of such association; to wit:

(A) To encourage the protection and exhibition of pure-bred Flushing Spaniels.

(B) To encourage the organization of independent local Cocker Spaniel Specialty Clubs.



(C) To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard by which Cocker Spaniels shall be judged.

(D) To do all possible to promote quality in the breeding of pure-bred Cocker Spaniels so as to bring their natural qualities to perfection.

(E) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike conduct and competition at events involving purebred Flushing Spaniels, which may include but are not limited to dog shows, obedience trials, field trials and hunting tests.

(F) To conduct either under its own auspices or to encourage under the auspices of member clubs, events involving purebred Flushing Spaniels, which may include but are not limited to sanctioned matches, specialty shows, obedience trials, field trials, and hunting tests, and any AKC events for which the Corporation is eligible under the rules and regulations of the American Kennel Club.

## **5. SCOPE OF ACTIVITY.**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

## **6. MEMBERSHIP.**

The membership of this Club shall consist of the members in good standing as of the date of incorporation and of such other members, individuals and Spaniel Specialty Clubs, as hereafter may be elected or join, pursuant to the By-laws.

## **7. PLACE OF OPERATION.**

The operations of the Corporation shall be conducted and carried on in any state or territory of the United States and in any foreign country in conformity with the laws of such state, territory or foreign country.

## **8. PRINCIPAL OFFICE.**

The Corporation's principal office shall be located at P. O. Box 4194, Frankfort, KY 40604-4194 which shall be the post office address to which the Secretary of State shall mail a copy of any notice required by law.

## **9. AMENDMENTS OR CHANGES.**

### **(A) CHANGE IN PRINCIPAL OFFICE.**

A change in the principal office may be made by majority vote of the entire Board of Directors.

### **(B) AMENDMENTS.**

Any other change in the Certificate of Incorporation or any amendment thereto shall require

a two-thirds (2/3) vote of the members voting thereon in accordance with the voting procedures set forth in the By-Laws.