

AMENDED CERTIFICATE OF INCORPORATION  
OF  
Harding High School Alumni Association of Oklahoma City

To the Secretary of State  
Of the State of Oklahoma:

The undersigned, in order to form a not-for-profit corporation pursuant to the provisions of Oklahoma General Corporation Act (the "Act"), certify as follows:

The original articles of Incorporation filed September 21, 2004 were amended pursuant to the By-laws of the Association by the Members at a general meeting called for this purpose on June 9th, 2007. A copy of the member's resolutions, signed by the President of the Association and attested by its' Secretary is attached. The articles were amended as follows:

**Article 1: Name**

The name of the corporation is **Harding High School Alumni Association of Oklahoma City**.

**Article 2: Registered Office and Agent**

The name and address of its registered office in the State of Oklahoma is Attention: Mary Susan Sisk-Bond, 3412 North State Street, Oklahoma City, OK 73116.

**Article 3: Duration**

The Corporation shall have a perpetual existence.

**Article 4: Purpose**

The Corporation is organized exclusively for charitable and educational purposes. Within the limits of the preceding sentence, the Corporation's purpose shall consist of doing all things and performing all acts permitted a not for profit corporation under Oklahoma law. The Corporation shall not carry on any other activities not permitted a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code) or by a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code (or any corresponding section of any future Federal tax code).

**Article 5: Authorized Capital**

The Corporation shall not have the authority to issue any capital stock.

**Article 6: Not-For-Profit**

The Corporation is not for profit and shall not afford pecuniary gain, incidentally or otherwise, to its members as such. The foregoing shall not prevent grants to members exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code) for use by them in furtherance of their exempt purposes.

**Article 7: Directors**

The Corporation shall have the number of directors as specified from time to time pursuant to the provisions of the Corporation’s Bylaws; provided, however, that the Corporation shall have no fewer than three directors.

**Article 8: Officers**

The Bylaws shall prescribe whether officers of the corporation shall be elected by the directors or the members and may prescribe for officers to serve for terms longer than one year.

**Article 9: Conditions of Membership**

Conditions of membership in the corporation shall appear in the Bylaws of the Corporation. The lesser of ten members or one-third of the members entitled to vote at the meeting shall constitute a quorum of Members unless the Bylaws require a greater number.

**Article 10: Incorporators**

The names and addresses of the incorporators are:

[INCORPORATOR #1]

Johnny McCharen  
101 NE 46  
Oklahoma City, Oklahoma 73105

[INCORPORATOR #2]

Rebecca Blackstock  
101 NE 46  
Oklahoma City, Oklahoma 73105

[INCORPORATOR #3]

Greg Robertson  
101 NE 46  
Oklahoma City, Oklahoma 73105

**Article 11: Amendment of Certificate or Bylaws**

The Certificate of Incorporation or the Bylaws may be amended by majority vote of the directors.

**Article 12: Liability**

The directors of the Corporation shall have limited personal liability to the full extent permitted by the Act and by Section 866 and 867 of Title 18 of the Oklahoma Statutes, as now in effect or later amended, or otherwise permitted by the law. Specifically and without limiting the foregoing provision, the directors of the Corporation shall have no personal liability to the Corporation or its members for monetary damages as a result of any breach of fiduciary duty, except for (a) a breach of the director's duty of loyalty to the Corporation or its members. (b) an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or (c) a transaction from which the director derived an improper personal benefit.

#### **Article 13: Indemnification**

The Corporation may indemnify any and all persons whom it shall have the power to indemnify under the Act to the full extent permitted by the Act from and against any and all of the expenses, liabilities, and other items specified by the Act , and the indemnification allowed by this Article shall not operate to exclude any other rights under the Bylaws of the Corporation, any agreement any vote of the members or directors, or otherwise, both as to any action in an official capacity and as to any action in another capacity while holding office. The indemnification allowed by this article shall continue as to a person who has ceased to serve as a director, officer, employee, or agent and shall inure to the benefit of the person's heirs, executors and administrators.

#### **Article 14: Distribution of Income**

During any period when the Corporation is classified as a private foundation under the Internal Revenue Code (or a similar classification under any future Federal tax code), the Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or any corresponding section of any future Federal tax code), and the Corporation and its directors shall not engage in any act of self-dealing as defined in Section 4943 (c) of the Internal Revenue Code (or any corresponding section of any future Federal tax code) and shall not make any investments in a manner which would subject the Corporation to taxation under Section 4944 of the Internal Revenue Code (or any corresponding section of any future Federal tax code). The Corporation shall not make any taxable expenditure as defined in Section 4945 (c) of the Internal Revenue Code (or any corresponding section of any future Federal tax code).

#### **Article 15: Distribution of Assets**

Upon the dissolution of the Corporation, the Corporation shall distribute its assets to one or more organizations which have purposes compatible with those of this organization and which are qualified as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or any corresponding section of any future Federal tax code). The Corporation shall dispose of any assets not distributed in accordance with the foregoing provision pursuant to the order of a court of general jurisdiction of the count in which the Corporation then has its principal offices exclusively for public purpose or to an organizations organized and operated exclusively for a public purpose as determined by the court.

**Article 16: Proxy Voting**

The voting rights of the members and the extent, if any, to which members shall have the power to vote by proxy, may be limited by the Bylaws of the Corporation.

HARDING HIGH SCHOOL ALUMNI ASSOCIATION

Signed \_\_\_\_\_, 2007

By \_\_\_\_\_  
(President)

Attest \_\_\_\_\_  
(Secretary)