

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Not For Profit Certificate of Incorporation of

**HARDING HIGH SCHOOL ALUMNI ASSOCIATION OF
OKLAHOMA CITY**

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
21st day of September, 2004.*

M. Susan Savage

Secretary of State



**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 the Oklahoma General Corporation Act (the "Act"), certify 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 address of its registered office in the State of Oklahoma is Attention: T.M.Larason, 100 N. Broadway Ave., #3300, Oklahoma County, Oklahoma 73102-8812, and the name of its registered agent at that address is Andrews Davis a professional corporation.

Article 3: Duration.

The Corporation shall have a perpetual existence.

Article 4: Purpose.

The Corporation is organized exclusively for charitable, educational and scientific 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 but with a focus on supporting quality education within the Oklahoma City public school district, particularly at the location of the former Harding High School. The Corporation shall not afford pecuniary gain (incidentally or otherwise) to its members and no part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers or other private persons, except that the Corporation shall have the power and authority to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in this Certificate of Incorporation. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any

political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provisions of this Certificate of Incorporation to the contrary, 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.

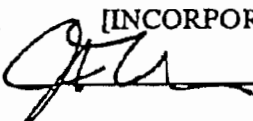
The Corporation shall not have the authority to issue any capital stock.

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. The number of directors to be elected at the initial meeting is three. The names and addresses of the initial directors are as follows:

[INCORPORATOR #1]	[INCORPORATOR #2]
 Johnny McCharen	Greg Robertson
Oklahoma City, Oklahoma 73105 101 NE 46	Oklahoma City, Oklahoma 73105 101 NE 46
[INCORPORATOR #3]	
Rebecca Blackstock	
Oklahoma City, Oklahoma 73105 101 NE 46	

Article 8: Officers.

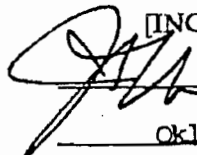
The Bylaws shall prescribe whether officers of the corporation shall be elected by the directors or the members and may prescribe for officers to serve for terms longer than one year.

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:

<p>[INCORPORATOR #1]  _____ Johnny McCharen _____ Oklahoma City, Oklahoma 73105 101 NE 46</p>	<p>[INCORPORATOR #2] _____ Rebecca Blackstock _____ Oklahoma City, Oklahoma 73105 101 NE 46</p>
<p>[INCORPORATOR #3] _____ Greg Robertson _____ Oklahoma City, Oklahoma 73105 101 NE 46</p>	

Article 11: Amendment of Certificate or Bylaws.

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

Article 12: Liability.

The directors of the Corporation shall have limited personal liability to the full extent permitted by the Act and by Sections 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 4941(d) of the Internal Revenue Code (or any corresponding section of any future Federal tax code). The Corporation shall not retain any excess business holdings 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 expenditures as defined in Section 4945(d) 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 county in which the Corporation then has its principal offices exclusively for a public purpose or to an organization or 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.

Signed Sept 16, 2004.



[INCORPORATOR #1]



[INCORPORATOR #2]


[INCORPORATOR #3]

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WRITTEN CONSENT
IN LIEU OF ORGANIZATIONAL MEETING OF
THE DIRECTORS OF
Harding High School Alumni Association of Oklahoma City

September 16 , 2004

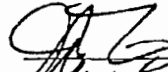
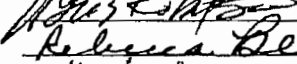
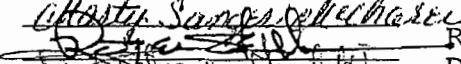



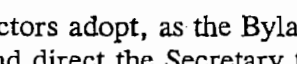
The undersigned, being all of the directors of Harding High School Alumni Association of Oklahoma City (the "Association") named in the Certificate of Incorporation, take the following actions:

RE: RATIFICATION OF ACTION OF INCORPORATORS

RESOLVED, That the directors confirm, approve and ratify the action of the incorporators of this Association in adopting and filing the Certificate of Incorporation of this Association and in naming the initial directors of this Association.

RE: ELECTION OF OFFICERS

RESOLVED, That the directors elect the following persons as officers of the Association (to the designated offices) to serve until the next meeting of the directors or until the directors have elected or appointed his or her qualified successors:

President		Johnny McCharen
Vice President		Greg Robertson
Vice President		Rebecca Blackstock
Secretary		Marty Sarger McCharen
Treasurer		Roger Edwards
Assistant Secretary		Dorothlynn Gaddis
Assistant Treasurer		Carole Hill

[NOTE: NOT ALL OFFICES MUST BE FILLED]

RE: ADOPTION OF BYLAWS

RESOLVED, That the directors adopt, as the Bylaws of the Association, the set of bylaws dated [DATE] and direct the Secretary to certify the bylaws as being adopted on this date.

RE: CONFIRMATION OF INITIAL MEMBERS

RESOLVED, That the following are confirmed as the initial Members of this Association:


[INCORPORATOR #1]


[INCORPORATOR #2]


[INCORPORATOR #3]

FURTHER RESOLVED, that commencing with the first annual meeting of members, all former students of Harding High School who have paid the annual dues shall become members of the Association and all present and former faculty of Harding High School who request membership shall become members of the Association.

RE: NUMBER OF DIRECTORS

RESOLVED, That, pursuant to Section 4.2 of the Bylaws, the directors fix the number of directors of the Association at three; provided, however, that effective with the first meeting of members subsequent to the initial organizational meeting of members, the number of directors shall be one for each graduating class of Harding High School. In additional up to two advisory directors may be elected for each graduating class of Harding High School.

RE: ANNUAL DUES

RESOLVED, That annual dues shall be \$ _____ effective with the first annual meeting of members.

RE: DATE, PLACE AND TIME OF ANNUAL MEETING OF MEMBERS AND DIRECTORS

RESOLVED, That the directors delegate to the President the setting of the time and place of the annual meeting of members by giving notice to all directors and members. [ALTERNATIVE : DETERMINE THE DATE OR DEFER THE DECISION] The annual meeting of the directors shall take place immediately following the annual meeting of members at that same location.

RE: INVITATIONS TO ANNUAL MEETING OF MEMBERS AND DIRECTORS

RESOLVED, That all known former students and present and former faculty of Harding High School shall be invited to the next annual meeting and invited to become Members.

RE: BUSINESS OF THE Association

RESOLVED, That the directors authorize the officers of the Association, and each of them, generally to conduct the business affairs of the Association.

RE: BANK DEPOSITORY AND CHECK SIGNATURES

RESOLVED, That the Association may deposit the Association's funds with any state or national bank or any savings and loan association.

RE: EXECUTION OF CONTRACTS GENERALLY

RESOLVED, That the directors authorize the President and any Vice President of the Association, and each of them, to execute any and all contracts and other instruments on behalf of the Association necessary and proper for the conduct of the business and affairs of the Association.

RE: APPLICATION FOR TAX EXEMPT STATUS

RESOLVED, That the directors authorize the officers of the Association to apply with the Internal Revenue Service for determination that the Association is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

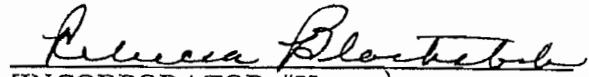
RE: FISCAL YEAR

RESOLVED, That the directors authorize the officers of the Association to determine the fiscal year of the Association designating the year by filings with the Internal Revenue Service.

Executed as of the date first set forth above.



[INCORPORATOR #1]



[INCORPORATOR #2]



[INCORPORATOR #3]

WRITTEN CONSENT
OF THE MEMBERS OF
Harding High School Alumni Association of Oklahoma City

September 16, 2004

The undersigned, being at least a majority of the Members of Harding High School Alumni Association of Oklahoma City (the "Association"), take the following action:

RE: RATIFICATION OF ACTIONS OF INCORPORATORS AND DIRECTORS

RESOLVED, That the members hereby confirm, approve and ratify the actions of the incorporators of this Association and of the actions and resolutions of the directors of this Association in perfecting and accomplishing the incorporation and organization of the Association, including (without limitation) the adoption and filing of the Certificate of Incorporation, the selection of directors, and the adoption of the Bylaws.

RE: ELECTION OF DIRECTORS

WHEREAS, the Members under the Certificate of Incorporation and Section 5.3 of the Bylaws have the authority to elect three directors at their initial organizational meeting;

RESOLVED, That the Members elect the following persons as directors of the Association to serve until the next meeting of the Members or until the Members have elected or appointed his or her qualified successors:

[INCORPORATOR #1]	Johnny McCharen
[INCORPORATOR #2]	Greg Robertson
[INCORPORATOR #3]	Rebecca Blackstock

Signed on the dates set forth below to be effective as the date set forth above.



[INCORPORATOR #1]



[INCORPORATOR #2]



[INCORPORATOR #3]

The undersigned, being the duly-elected Secretary of the Association, hereby acknowledges the receipt and placement of this Written Consent in the Association's minute book within 60 days after the latest dated member Consent.

Marty Sanger (McChase)