

ARTICLES OF INCORPORATION

OF

OKLAHOMA CITY PUBLIC SCHOOLS FOUNDATION, INC.

SECRETARY OF STATE)
)
STATE OF OKLAHOMA) SS

We, the undersigned incorporators, being persons legally competent to enter into contracts, do hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Nonprofit Corporation law of the State of Oklahoma.

ARTICLE I

NAME

The name of this Corporation:

OKLAHOMA CITY PUBLIC SCHOOLS FOUNDATION, INC.

ARTICLE II

PURPOSES

The purposes for which this corporation is formed are solely and entirely non-profit, charitable, and educational, and within such areas of activity is designed.

(1) To better provide the charitable, and educational needs of the Oklahoma City Public Schools (Independent School District No. 89 of Oklahoma County, Oklahoma) and its student body by providing a continuing and permanent entity through which moneys or other property by gift, devise, or bequest can be dedicated to charitable, or educational purposes, subject to the judgment of the Board of Trustees of this Corporation as to the specific use to which such benefits should be distributed under changed and varying circumstances and to further provide through the Corporation for those with individual preferences, a means by which such preferences may be more easily and effectively achieved.

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OF STATE

(2) To provide an entity through which property and funds dedicated to the purposes of the Corporation can be accumulated, managed, invested, and distributed for the charitable and educational purposes herein set out.

(3) To promote the use of the Corporation for the purposes outlined, to the end that the public will dedicate a larger total sum of moneys and property toward the charitable and educational purposes and needs of the school district and its student body.

ARTICLE III

POWERS

To accomplish the foregoing objectives and purposes, and solely for the general welfare and good of the Oklahoma City Public Schools (Independent School District No. 89 of Oklahoma County, Oklahoma) and its students and for no other purposes, the Corporation shall have the power:

(1) To seek to accomplish the herein stated objectives of the Corporation in any manner permitted by law.

(2) To solicit, collect, and accept pledges, gifts, donations, contributions, and/or dues in cash or property.

(3) To take by will, bequest, devise, or gift in trust or absolutely, cash or property, subject to any terms, conditions, or limitations contained in the instrument by which said cash or property are acquired and which are acceptable to the Corporation, or entirely free from such conditions or limitations, except that such cash or property shall be used solely for charitable, and educational purposes for the benefit of said school district, and in a manner not inconsistent with the other provisions of these Articles.

(4) To acquire by purchase, lease, contract, or otherwise, any type of property, real, personal, or mixed, including but not limited to interests in oil, gas, and other minerals, stocks, bonds, notes, or other interests in or obligations of corporations and business organizations.

(5) To hold, sell, convey, lease, and otherwise manage, deal with, or dispose of all or any part of its assets on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed which appears advisable as permitted of corporations by law unless by the terms under which the Corporation acquired said property, specific limitations were placed on such management and distributions, in which event such limitations shall control.

(6) Subject to any limitations contained in an instrument by which any asset is acquired, to spend all of its income and principal or such portions thereof as shall be determined by it, in furtherance of its purposes and at any time or times.

(7) To borrow money, execute notes, mortgages, and other contracts as shall be determined advisable by its Board of Trustees.

(8) To lease, rent, hire, or otherwise contract with reference to any of its physical assets and property or with any private person, corporation, business entity, charitable, educational, or research institution on such terms and conditions as it shall determine.

(9) To contract with any bank or banks as a fiscal trustee on any terms not unlawful or prohibited by other provisions hereof relative to the fiscal management, control, and investment of its funds and property.

(10) To do all other things permitted to be lawfully done by non-profit, charitable and educational corporations and not prohibited by other provisions hereof.

ARTICLE IV

MEMBERSHIP

The corporation shall have no members.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Oklahoma is 2536 Northwest 42nd, Oklahoma City, Oklahoma 73112, and the name of its registered agent at such address is Gary Lower.

ARTICLE VI

DURATION

The duration of this Corporation shall be in perpetuity.

ARTICLE VII

NOT FOR PROFIT

This Corporation is not formed for profit and shall not afford pecuniary gain, incidentally or otherwise, to its Trustees. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 set forth in Article Two hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law).

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Oklahoma County, Oklahoma, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX

The number of Directors, who shall be referred to as Trustees, shall be at least three. The number of Trustees may be increased or decreased from time to time by amendment to the by-laws of the Corporation. The term of the Trustees shall be for a period of one year and may be increased or decreased by the Board of Trustees. The manner of election of the Trustees shall be set forth in the By-Laws. The names and addresses of the persons to serve as the initial Trustees are:

Gary Lower
2536 Northwest 42nd
Oklahoma City, OK 73112

Patti Leeman
1505 Drury Lane
Oklahoma City, OK 73116

William E. Heiman
836 Northwest 39th
Oklahoma City, Ok 731188

Charles W. Kelle
11036 Northwest 115th
Oklahoma City, OK 73120

ARTICLES OF INCORPORATION

AMENDMENTS

ARTICLE V - Registered office and agenc.

The amendment reads:

The address of the Corporation's registered office in the State of Oklahoma is 900 North Klein Street, Oklahoma City, Oklahoma 73106 and the name of its registered agent at such address is Ray Potts.

ARTICLE IX - Directors

The names and addresses of the Directors of the Oklahoma City Public Schools Foundation, Inc. are:

OFFICERS

Mr. Ray Potts
President

R. R. 1 Box 162
Oklahoma City, Oklahoma 73131

Ms. Claudine Long
First Vice President

423 N. W. 21
Oklahoma City, Oklahoma 73103

Mrs. Hannah Atkins
Second Vice-President

5915 Northeast 63
Oklahoma City, Oklahoma 73141

Mrs. Lou Kerr
Secretary

7203 Nichols Road
Oklahoma City, Oklahoma 73120

Mr. Bruce Feiertag
Treasurer

3201 Brook Hollow
Oklahoma City, Oklahoma 73120

BOARD OF TRUSTEES

Mr. C. H. Dunn	1610 Holliday Norman, Ok 73069
Mr. Jim Fried	4800 Mackelman Oklahoma City, Ok 73135
Mr. Jim Harlow	1713 Pennington Way Oklahoma City, Ok 73116
Mrs. Susan Hermes	919 Northwest 17th Oklahoma City, Ok 73106
Mrs. M. J. "Push" Howard	3118 Northwest 18 Oklahoma City, Ok 73107
Mrs. Barbara Kerrick	13216 St. Andrews Drive Oklahoma City, OK 73120
Mr. John Kilpatrick, Jr.	1711 Camden Way Oklahoma City, Ok 73116
Mrs. Patti Leeman	1505 Drury Lane Oklahoma City, Ok 73116
Mr. Gerald Marshall	1236 Westchester Oklahoma City, OK 73116
Ms. Adonna Meyer	12412 Arrowhead Way Oklahoma City, OK 73120
Mr. David Mickenberg	615 Northwest 16th Oklahoma City, OK 73103
Mr. Dale Mitchell	6715 Avondale Oklahoma City, OK 73116
Mrs. Joan Sneed	1607 Southwest 70 Oklahoma City, OK 73159
Mr. Jim Standard	11825 Leaning Elm Oklahoma City, Ok 73120
Mr. Dombey Zinn	3212 Elmwood Avenue Oklahoma City, OK 73116
Dr. Arthur W. Steller	900 North Klein Oklahoma City, Ok 73106

ARTICLE X

AMENDMENTS

The Articles of Incorporation can be amended only by a resolution of the Board of Trustees, which resolution must be ratified by two-thirds of the Trustees.

DATED this 18 day of October 1985.

Ray Potts

Hannah Atkins

Claudine Long

Bruce Feiertag

Lou Kerr

STATE OF OKLAHOMA

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SS

COUNTY OF OKLAHOMA

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BEFORE ME, the undersigned, a Notary Public in and for said County and State on this 18 day of October, 1985 personally appeared Ray Potts, Hannah Atkins, Claudine Long, Bruce Feiertag and Lou Kerr to me known to the identical persons who subscribed the names of the makers hereof to the foregoing instrument as its Incorporators and acknowledged to me that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of such Corporation, for the uses and purposes therein set forth.

James A. McHenry, Notary