

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Not For Profit Certificate of Incorporation of*

**CITY OF MUSKOGEE FOUNDATION**

*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  
24th day of June, 2008.*

*M. Susan Savage*

*Secretary of State*



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**CERTIFICATE OF INCORPORATION  
OF  
CITY OF MUSKOGEE FOUNDATION**

1. The name of the corporation is: City of Muskogee Foundation.
2. The address, including the street, number, city and county, of the corporation's registered office in this state is 10<sup>th</sup> Floor, Two Leadership Square 211 North Robinson, Oklahoma City, Oklahoma County, Oklahoma 73102. The name of the corporation's registered agent at this address is McAfee & Taft A Professional Corporation.
3. Subject to the limitations set forth in the Certificate of Incorporation, the Corporation is formed for the purpose of effectively developing, supporting, promoting, and improving programs and facilities relating to education, arts, culture, community revitalization and beautification, social services, health care, economic development, infrastructure, housing, and recreation for the City of Muskogee (the "City") and surrounding areas and to improve the quality of life of residents of the City and surrounding areas. Subject to the foregoing, the Corporation shall have and may exercise all of the powers of nonprofit corporations under Oklahoma law.
4. In fulfilling its objectives and purposes, the corporation shall be subject to the following limitations:
  - (a) The corporation shall not carry on any activity that is not permitted to be carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") that is exempt from federal income taxation (all references in this Certificate to the Code shall include references to any corresponding provisions of any subsequent tax law).
  - (b) At no time, either on or before dissolution, shall any part of the funds or assets of the corporation inure to the benefit of any private individual or be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as permitted in this Certificate and the Code. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
  - (c) If the corporation is found to be a private foundation, as defined in Section 509 of the Code, the corporation shall conduct its business and distribute its income as necessary for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
  - (d) If the corporation is found to be a private foundation, as defined in Section 509 of the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.



(c) No member (other than a qualified nonprofit organization described in Section 501(c)(3) of the Code), director, trustee, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

5. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

6. This corporation is formed as a nonprofit corporation and shall not issue capital stock. The sole member of this corporation is the City. The rights, privileges, prerogatives, and conditions of membership, if any, shall be stated in the corporation's Bylaws.

7. The names and mailing addresses of each incorporator are as follows:

Michael E. Joseph	10th Floor, Two Leadership Square 211 N. Robinson Oklahoma City, Oklahoma 73102
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Jennifer Henderson Callahan	10th Floor, Two Leadership Square 211 N. Robinson Oklahoma City, Oklahoma 73102
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Mona Dahr	10th Floor, Two Leadership Square 211 N. Robinson Oklahoma City, Oklahoma 73102
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8. The business of the corporation shall be managed by a Board of Directors, which shall consist of not less than three nor more than 15 directors. Additionally, the corporation may have non-voting advisory directors to the extent provided in the Bylaws.

Two of the members of the Board of Directors shall be the Mayor of the City of Muskogee and the City Manager of the City of Muskogee, who shall serve as voting members of the Board of Directors. The Muskogee City Council ("Council") shall also designate two members of the Council to serve as voting members of the Board of Directors. The Council shall appoint the remaining members of the Board of Directors from a list of candidates who are not members of the Council, nominated by members of the Council. Each member of the Council may nominate three candidates within time frames and in accordance with procedures established by the Mayor of the City of Muskogee.

The Mayor may serve as a director as long as he or she serves as Mayor of the City of Muskogee. The City Manager may serve as a director as long as he or she serves as City Manager of the City of Muskogee. The two members of the Council may each serve as a director for a full term of two years, but shall then not be eligible to serve as a director for a period of at least one year. A member of the Council who is elected to serve as a director may not continue to serve as a director if he or she no longer serves as a member of the Council.

The remaining directors shall be divided into three classes, as nearly as equal in number as possible, with the terms of approximately 1/3 of the directors expiring each year. Directors of the first class will hold office for a term expiring at the annual meeting in 2009; directors of the second class will hold office for a term expiring at the annual meeting in 2010; and directors of the third class will hold office for a term expiring at the annual meeting in 2011. Subject to the foregoing, the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting and until his or her successor has been duly elected and has qualified. A director may be elected to serve two consecutive full three-year terms, but shall then not be eligible to serve as a director for a period of at least one year.

9. The names and mailing addresses of the persons who are to serve as directors until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>	<u>Term Expiring</u>
John Tyler Hammons	City of Muskogee Municipal Building P.O. Box 1927 Muskogee, OK 74402	Mayor
Greg Buckley	City of Muskogee Municipal Building P.O. Box 1927 Muskogee, OK 74402	City Manager
David Ragsdale	2721 Elizabeth Muskogee, OK 74401	Council Member 2010
James Gulley	207 Valhalla Muskogee, OK 74403	Council Member 2010
D'Elbie Walker	4704 Howard Street Muskogee, OK 74401	2009
Timothy Holder, M.D.	2 Beckman Road Muskogee, OK 74401	2009
Earnie Gilder	10 Oak Park Lane Muskogee, OK 74401	2009
John Barton	3413 River Bend Road Muskogee, OK 74403	2010
Martha Alford	208 Kendall Blvd. Muskogee, OK 74401	2010
Darrell Hamby	841 E. 53 <sup>rd</sup> Street South Muskogee, OK 74401	2010
Mike Webb	4008 Putter Place Muskogee, OK 74403	2011



Janey Boydston

3302 E. Harris Road  
Muskogee, OK 74403

2011

Sharon Parks

3607 Jennifer Avenue  
Muskogee, OK 74403

2011

The number of directors to be elected at the first meeting of the directors shall be as provided in this Certificate and the Bylaws of the corporation.

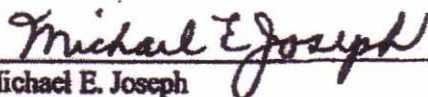
10. Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets by transferring and conveying the assets to one or more charitable organizations exempt from federal income taxation under section 501(c)(3) of the Code, in the following order of priority: (a) to a successor organization to this corporation, if any; (b) to one or more organizations with charitable purposes similar to the purposes of this corporation, as determined by majority vote of the Board of Directors; or (c) to one or more charitable organizations as determined by majority vote of the Board of Directors.

11. The power to adopt, amend or repeal the Bylaws of the corporation is conferred upon the Board of Directors.

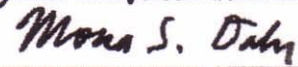
12. To the fullest extent now or in the future permitted by Oklahoma law, a director of this corporation shall not be liable to the corporation or its member for monetary damages for breach of fiduciary duty as a director.

13. This Certificate may be amended in the manner provided in the Oklahoma General Corporation Act. In no event shall the purposes of the corporation be changed from charitable purposes, nor shall any change be made to permit the earnings of the corporation to inure to the benefit of any individual, organization or group in a manner prohibited by the Code.

June 24, 2008

  
Michael E. Joseph

  
Jennifer Henderson Callahan

  
Mona S. Dahr