

OFFICE OF THE SECRETARY OF STATE



AMENDED

CERTIFICATE OF INCORPORATION

NOT FOR PROFIT

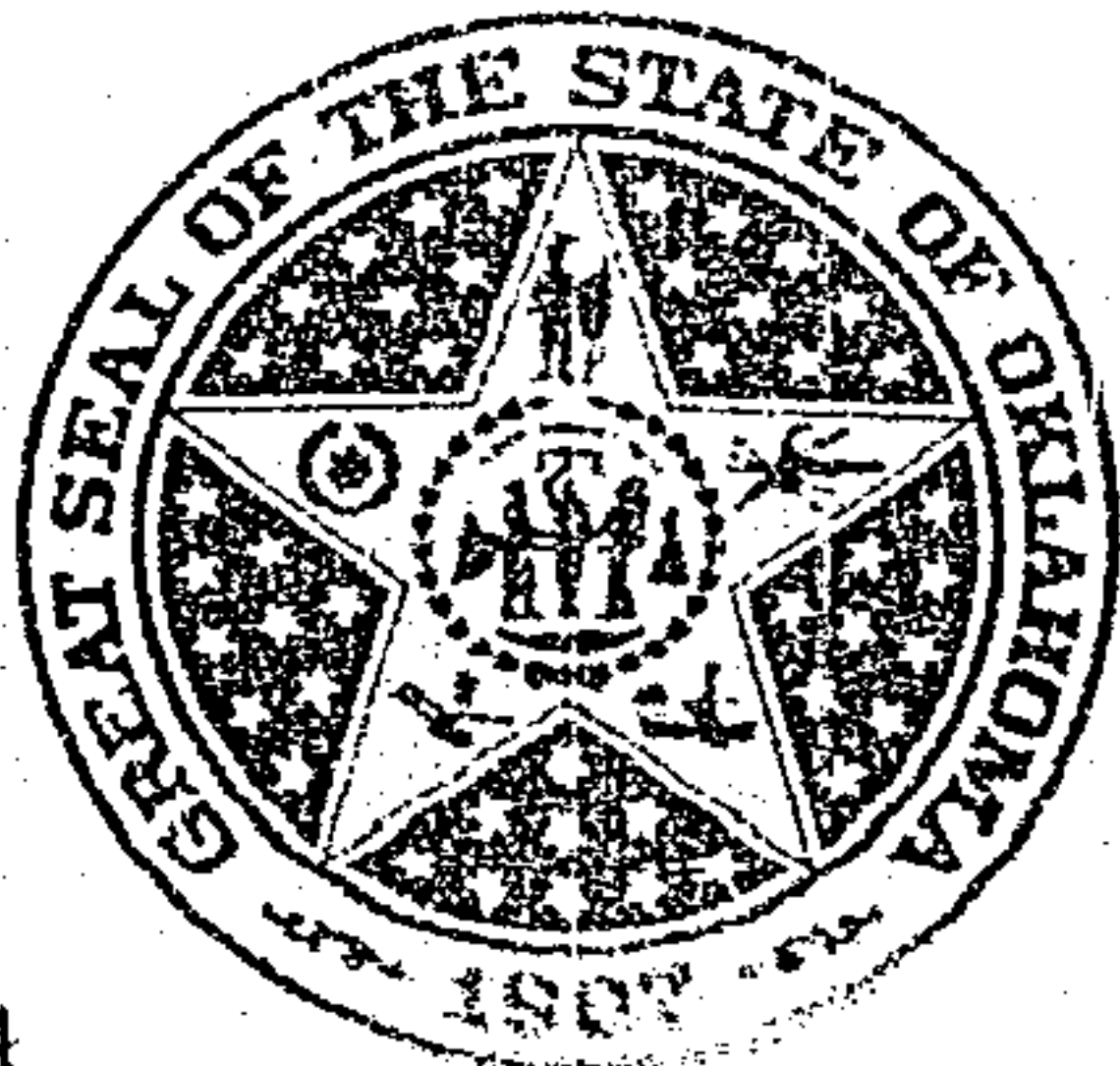
WHEREAS, the Certificate of Incorporation, executed and acknowledged by

BLACKWELL, OKLAHOMA, COMMUNITY FOUNDATION, INC.

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 11th day of May, 19 92

By: John Kerner
Secretary of State
Richard L. ...

DN 495421-1

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FILED

MAY 11 1992

OKLAHOMA SECRETARY OF STATE

AMENDED

ARTICLES OF INCORPORATION

OF

BLACKWELL, OKLAHOMA, COMMUNITY FOUNDATION, INC.

SECRETARY OF STATE)
STATE OF OKLAHOMA) SS:

We the undersigned James R. Rodgers, Secretary Treasurer and D.W. Boyd, President, being persons legally competent to enter into contracts, do hereby adopt the following Amended Articles of Incorporation for the purpose of amending the Articles of Incorporation of a corporation under the Nonprofit Corporation Statutes of the State of Oklahoma.

ARTICLE I

NAME

The name of the corporation shall be:
BLACKWELL, OKLAHOMA, COMMUNITY FOUNDATION, INC.

ARTICLE II

PURPOSES

The Corporation is organized for the following charitable, scientific, and educational purposes in and for the benefit of the people of the City of Blackwell, State of Oklahoma, and the surrounding area:

- (a) The administration for charitable purposes of property donated to the Corporation.
- (b) The distribution of property for such purposes and to such beneficiaries in accordance with the terms of gifts, bequests or devises to the Corporation for charitable purposes or in accordance with determinations by the Board of Directors pursuant to these Articles of Incorporation.
- (c) The distribution of property to qualified charitable organizations.

(d) The disposition from time to time of property held by the Corporation in such manner that its charitable purposes will be effectively served notwithstanding changed conditions that may have arisen or will arise in the charitable needs of the area to be served by the Corporation from the time of the original receipt of the property by the Corporation from a donor.

(e) To provide a perpetual source of income to help meet the community needs in Blackwell, Oklahoma, and the surrounding area.

(f) To provide grant funds for special studies, surveys, research, and demonstration projects which may be exploratory or pioneering in purpose, which do not necessarily commit the Corporation to recurring expenses.

(g) To administer funds as designated by any person in any particular field of interest, and to distribute such funds to carry out that person's wishes.

(h) To have the power, among others, as reflected in Chapter 14 of Title 18 of the Oklahoma Statutes, as now enacted or as later amended, and to perform any other act which may lawfully be performed by or on behalf of Non Profit Corporations under the laws of the State of Oklahoma, but only in conformity with the purposes allowed pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

DEFINITION OF AREA SERVED BY FOUNDATION

The term Blackwell, Oklahoma, and the surrounding area shall include all that part of Kay County, Oklahoma, located west of the dividing line between Range One East (1E) and Range Two East (2E), and all that part of Grant County, Oklahoma, located east of the dividing line between Range Three West (3W) and Range Four West (4W).

ARTICLE IV

POWERS

To accomplish the foregoing objectives and purposes and solely for the general welfare and good of Blackwell, Oklahoma, and the surrounding area and its residents 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 and contributions, in cash or property.

(3) To receive 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 as herein set forth, 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 or reinvest 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 trust company 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 nonprofit, charitable and educational corporations and not prohibited by other provisions hereof.

ARTICLE V

MEMBERSHIP AND CAPITAL STOCK

The Corporation shall have no members and shall not have the authority to issue capital stock.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Oklahoma is Security Bank Building, Second Floor, 101 N. Main, Blackwell, Oklahoma 74631, and the name of its registered agent at such address is James R. Rodgers.

ARTICLE VII

DURATION

The duration of this Corporation shall be in perpetuity.

ARTICLE VIII

NOT FOR PROFIT

This Corporation is not formed for profit and shall not afford pecuniary gain, incidentally or otherwise, to its Trustees or Directors. 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 IX

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 and educational 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 Kay 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 purposes.

ARTICLE X

DIRECTORS

The number of Directors, who shall be referred to as Trustees, shall be eleven (11). The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws of the Corporation. The term of the Trustees elected to succeed the initial Board of Trustees shall be for a period of three years and may be increased or decreased by the Board of Trustees. The manner of election of the Trustees shall be set forth in the Bylaws. The initial Board of Trustees have been appointed by the Incorporators. The names and addresses of the persons to serve as the initial Trustees are:

NAME	ADDRESS
James R. Rodgers	P.O. Box 514 Blackwell, OK 74631
D. W. Boyd	P.O. Box 389 Blackwell, OK 74631
David Reser	1012 N. Ninth Blackwell, OK 74631
Dick Blagden	315 N. Main Blackwell, OK 74631

Eugene Braly	719 W. Kansas Blackwell, OK 74631
Richard Strahorn	934 S. First Blackwell, OK 74631
Tom Locke	101 North Main Blackwell, OK 74631
Anne Wyckoff	1106 S. 4th Blackwell, OK 74631
Carla Sandy	107 N. Main Blackwell, OK 74631
Richard Fellrath	212 E. Bridge Blackwell, OK 74631
Lea Reames	319 W. McKinley Blackwell, OK 74631

ARTICLE XI

INCORPORATORS

The names and mailing addresses of the undersigned Incorporators, whose powers shall terminate upon the filing of the Certificate of Incorporation and vest in the above named Trustees, are:

NAME	ADDRESS
James R. Rodgers	P.O. Box 514 Blackwell, OK 74631
D. W. Boyd	P.O. Box 389 Blackwell, OK 74631
Eugene Braly	719 W. Kansas Blackwell, OK 74631
Richard Strahorn	934 S. First Blackwell, OK 74631

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ARTICLE XII
AMENDMENT

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 30th day of April, 1992.

James R. Rodgers
James R. Rodgers, Incorporator

D. W. Boyd
D. W. Boyd, Incorporator

Eugene Braly
Eugene Braly, Incorporator

Richard Strahorn
Richard Strahorn, Incorporator

STATE OF OKLAHOMA)
) SS:
COUNTY OF KAY)

BEFORE ME, the undersigned, a Notary Public in and for the County and State on this 30th day of April, 1992, personally appeared JAMES R. RODGERS, D. W. BOYD, EUGENE BRALY, and RICHARD STRAHORN, to me known to be 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 said Corporation, for the uses and purposes therein set forth.

GIVEN UNDER MY HAND AND SEAL the day and year last above written.

Abbie J. Breer
Notary Public

My Commission Expires:
4-28-96
(SEAL)