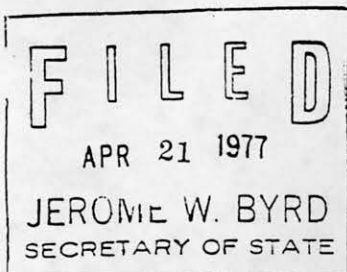


UNIVERSITY OF SCIENCE AND ARTS OF OKLAHOMA  
FOUNDATION, INC.  
Chickasha, Oklahoma



AMENDED ARTICLES OF INCORPORATION

Article I

The name of this Corporation is: University of Science and Arts of Oklahoma Foundation, Inc.

Article II

The address of its registered office in the State of Oklahoma is: University of Science and Arts of Oklahoma in the City of Chickasha, Grady County, Oklahoma.

The name of its registered agent is: Clyde E. Spruell.

Article III

The duration of the Corporation is *perpetual - amended Nov, 2001* ~~fifty (50) years from date of incorporation.~~

Article IV

(a) This Corporation is formed for charitable, benevolent, religious, education and scientific purposes, and has no stated capital.

(b) This Corporation is created, and shall be administered and operated exclusively, for the benefit of the University of Science and Arts of Oklahoma, insofar as the same shall be in aid of charitable, benevolent, religious, educational, scientific and literary purposes, as, in the judgement of the Trustees, shall be in furtherance of the public welfare and done to promote the well-doing or well-being of mankind. Such distributions of the Corporate assets shall be made at one time, or from time to time, and at such times, and in such manner and amounts, as the trustees in their absolute discretion shall deem to be proper and in accordance with the Bylaws adopted by the Foundation.

Article V

In connection with and incidental to the accomplishment of its purpose, this corporation (a) may hold all property of University of Science and Arts of Oklahoma Foundation, a Trust Estate, owned prior to incorporation as well as property acquired thereafter by devise, bequest, gift, grant or in any other manner, except that this Corporation shall not own or hold more real property than may be reasonably necessary for the accomplishment of its purposes; (b) may sell, exchange or mortgage any or all property held or owned by it; (c) receive by a gift, devise, bequest or otherwise any property held absolutely or in trust to be used, either the principal or income therefrom, as may be directed in the accomplishment of the purpose of this Corporation; provided, however, that the specific enumeration in this Article of certain powers is not intended to be exclusive, nor to prohibit exercise of the Trustees of any other powers reasonably necessary to the accomplishment of the purpose of the Corporation;

(d) to serve as Trustee for gifts and bequests made to this corporation and to carry out the provisions of the Trust as may be directed by benefactor.

Article VI

Each and every person, corporation or association making a contribution to the Corporation or who has heretofore contributed to University of Science and Arts of Oklahoma, a Trust Estate, whether to the general fund or for a restricted, specific purpose, shall thereupon become a member of the Corporation and shall be entitled for each one hundred dollars (\$100.00) in contribution to one certificate evidencing such contribution, which certificate shall entitle such donor to one vote at all meetings of the members of the Corporation; provided that no subscriber to the Corporation or certificate holder of the Corporation may ever hold or be issued certificates for more than 50 voting rights; and provided further, that the voting rights of each certificate expire with the death of the certificate holder or ten years from the date of said certificate, or if earlier with the dissolution of the entity holding the certificate.

Article VII

The Bylaws of the Corporation may be altered, amended or repealed in whole or in part by the voting members at any annual or special meeting, provided that written notice of such meeting shall be given at least ten days prior thereto and shall contain the essence of the contemplated alteration, amendment or repeal.

Article VIII

In the event of the termination or liquidation of the Corporation, for any reason, after all liabilities of the Corporation have been paid, the remaining assets of the Corporation shall be turned over to the University of Science and Arts of Oklahoma to be used for student aid, scientific, literary or educational purposes, as its Board of Regents (or governing body) shall in its sole discretion determine, subject to any restrictions or limitations placed upon said funds when accepted.

Article IX

The number of Trustees to be elected at the first meeting of the Corporation is twelve, and the undersigned Incorporators:

Curtis A. Brooks;

Lindel Pettigrew; and

Charles Allen;

were elected as Trustees at a meeting held for that purpose in: The registered office of the corporation

Curtis A. Brooks  
Lindel Pettigrew  
Charles Allen



