

OFFICE OF THE SECRETARY OF STATE



400850

NON-PROFIT  
**CERTIFICATE OF INCORPORATION**

*To all to Whom these Presents shall Come, Greetings:*

*WHEREAS, Articles of Incorporation duly signed and verified of*

**SOONER ROWING ASSOCIATION**

*have 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 of Incorporation.**

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

*Filed at the City of Oklahoma City, this 25th*

*day of January, A.D. 19 83*

*Jeanette B. Edmondson*  
Secretary of State

By: *Wm. F. Russell*



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ARTICLES OF INCORPORATION  
OF  
SOONER ROWING ASSOCIATION

STATE OF OKLAHOMA    )  
                          )    ss.  
COUNTY OF TULSA     )

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, the undersigned:

<u>Name</u>	<u>Address</u>	<u>City, State, Zip</u>
James H. Ferris	320 South Boston, Suite 920	Tulsa, Okla. 74103
James R. Miller	320 South Boston, Suite 920	Tulsa, Okla. 74103
R. Scott Savage	320 South Boston, Suite 920	Tulsa, Okla. 74103

being persons legally competent to enter into contracts, for the purpose of forming a non-profit corporation under the laws of the State of Oklahoma (18 O. S. Supp. 1974 Secs. 851-863, inclusive, and related statutes), do hereby adopt the following Articles of Incorporation:

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ARTICLE ONE

OKLAHOMA SECRETARY  
OF STATE

The name of the Corporation is SOONER ROWING ASSOCIATION.

ARTICLE TWO

The address of its registered office in the State of Oklahoma is One Williams Center, Suite 4400, Tulsa, Oklahoma 74172 and the name of its registered agent is Donald P. Carpenter, whose address is One Williams Center, Suite 4400, Tulsa, Oklahoma 74172.

ARTICLE THREE

The duration of the Corporation is fifty (50) years.

ARTICLE FOUR

The purpose or purposes for which the Corporation is formed are as follows:

To organize, operate and carry on an association for the purpose of futhering the sport of rowing as an athletic and recreational activity; to publicize the numerous benefits thereof upon the health and physical development of participants; to encourage and promote the tenets and spirit of sportsmanship; to educate about and encourage the principles and standards of amateur athletic rules; to promote interest in rowing through competition and the sponsoring of regattas; to encourage and further the participation of youth in rowing so as to obtain for them the mental and physical benefits incumbent in the sport.

ARTICLE FIVE

As a means of a accomplishing the foregoing purposes, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money; and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of said Section 501(c)(3) of the Internal Revenue Code.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and

condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under said Section 501(c)(3) of the Internal Revenue Code and applicable Regulations and by an organization, contributions to which are deductible for federal tax purposes.

#### ARTICLE SIX

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, Governor, Trustee, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director, Governor, Trustee, 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. No 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of those terms as used in Section 501(c)(3) of the U.S. Internal Revenue Code and Regulations applicable thereto, as they now exist or as they

may hereafter be amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the said Internal Revenue Code Section 501(c)(3) and Regulations applicable thereto, and this Corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activities, that would prevent it from qualifying (and continuing to qualify) as a Corporation described in said Internal Revenue Code Section 501(c)(3) and applicable Regulations, contributions to which are deductible for federal tax purposes.

ARTICLE SEVEN

This Corporation is formed under 18 OKLA. STAT. Supp. 1981, §§851-863, inclusive, and related Statutes. It is a non-profit Corporation and has no stated capital and no capital stock.

ARTICLE EIGHT

The Board of Directors of the Corporation shall be not less than three (3) nor more than nine (9) and they shall be elected in such manner as shall be provided in the bylaws. The first Directors of the Corporation shall be the following:

Donald P. Carpenters  
7715 South Quebec  
Tulsa, Oklahoma 74136

Paul G. Rose  
5822 East 64th Place  
Tulsa, Oklahoma

Charles W. Oliphant  
2260 East 38th  
Tulsa, Oklahoma

Walter J. McAulay  
6309 South Indianapolis  
Tulsa, Oklahoma

R. E. Wright, III  
1602 East 36th Ct.  
Tulsa, Oklahoma

The above named first Directors shall serve for one (1) year or until the first meeting of the members of the Corporation, whichever occurs first.


ARTICLE NINE

The first Board of Directors, named herein shall adopt the initial bylaws of the Corporation at their first meeting. Thereafter, authority to adopt, alter, or repeal the bylaws of the Corporation relating to members is vested in the Members of the Corporation. Authority to adopt, alter or repeal bylaws of the corporation relating to the government of the Corporation and all other matters except those relating to members is vested in the Directors. Nothing contained herein shall confer any power upon either members or Directors which would be in violation or derogation of the provisions of ARTICLE 6 of these Articles of Incorporation.

DATED this 24th day of January, 1983.

  
James H. Ferris

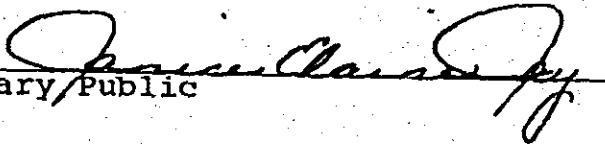
  
James R. Miller

  
R. Scott Savage

STATE OF OKLAHOMA )  
 )  
COUNTY OF TULSA ) SS.

BEFORE ME, the undersigned, a Notary Public in and for said State and County, on this 24<sup>th</sup> day of January, 1983, personally appeared JAMES H. FERRIS, JAMES R. MILLER and R. SCOTT SAVAGE, to me known to be the identical persons who subscribed their names to the foregoing instrument as incorporators, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and official seal the day and year last above written.

  
Notary Public

My Commission Expires:

2-2-86

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