

**CERTIFICATE OF INCORPORATION  
OF  
CAPITOL HILL HIGH SCHOOL ALUMNI HALL OF FAME ASSOCIATION**

1. The name of the corporation is:

CAPITOL HILL HIGH SCHOOL ALUMNI HALL OF FAME ASSOCIATION

2. The address, including the street, number, city and county, of the corporation's registered office in this state is 3621 N.W. 63<sup>rd</sup>, Oklahoma City, Oklahoma County, Oklahoma 73116. The name of the corporation's registered agent at this address is J. Don Harris.

3. The corporation is formed exclusively for charitable and educational purposes, subject to the limitations applicable to nonprofit corporations in the Oklahoma General Corporation Act. 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"), which is exempt from federal income taxation (all references herein 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, nor 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, 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, 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.

(e) 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 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:

J. Don Harris, D.D.S.                      3621 N.W. 63<sup>rd</sup>  
Oklahoma City, OK 73116

J.W. Mashburn                              8520 S. Pennsylvania  
Oklahoma City, OK 73159

Peggy Marquart                            12817 Knight Hill Road  
Oklahoma City, OK 73142

8. The business of the corporation shall be managed by a Board of Directors, which shall consist of not less than 5 nor more than 20 directors, as provided in the Bylaws. The actual number of directors and the qualifications for electing, appointing or designating directors shall be as stated in the Bylaws. The names and mailing addresses of the individuals who are to serve as the initial directors and until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
J. Don Harris, D.D.S.	3621 N.W. 63 <sup>rd</sup> Oklahoma City, OK 73116
J.W. Mashburn	8520 S. Pennsylvania Oklahoma City, OK 73159
Peggy Marquart	12817 Knight Hill Road Oklahoma City, OK 73142
Nancy Smiley	6500 N. Grand Blvd. Oklahoma City, OK 73116
David Roberts	213 Wellington Lane Moore, OK 73160

The number of directors to be elected at the first meeting of the directors shall be as provided in the Bylaws, subject to the limitations provided in this Certificate of Incorporation.

9. 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.


10. The Board of Directors shall have the authority to adopt, amend or repeal the Bylaws of the corporation.

11. To the fullest extent now or later permitted by Oklahoma law, directors shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director.

12. This Certificate may be amended by an affirmative vote of two-thirds of all of the members of the board of directors. 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.

April 30, 2014

  
\_\_\_\_\_  
J. Don Harris, D.D.S.

  
\_\_\_\_\_  
J. W. Mashburn

  
\_\_\_\_\_  
Peggy Marquart