

OFFICE OF THE SECRETARY OF STATE



**AMENDED NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION**

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

**PAWNEE COUNTY ECONOMIC DEVELOPMENT 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  
17th day of December, 2004.*

*M. Susan Savage*

*Secretary of State*



SOS



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## AMENDED CERTIFICATE OF INCORPORATION (NOT FOR PROFIT)

TO: OKLAHOMA SECRETARY OF STATE  
2300 N. Lincoln Blvd., Room 101, State Capitol Building  
Oklahoma City, Oklahoma 73105-4897  
(405) 521-3912

The undersigned corporation, for the purpose of amending its certificate of incorporation pursuant to Title 18, Section 1077, hereby certifies:

1. A. The name of the corporation is:

Pawnee County Economic Development Foundation, Inc.

B. **As amended:** The name of the corporation has been changed to:

(Please note: The new name of the corporation **MUST** contain one of the following words or abbreviations: **association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate, limited, co., corp., inc. or ltd.**)

2. In the event the corporation is a church, the street address of its location is:

|   |             |            |
|---|-------------|------------|
| <u>Street Address (P.O. BOXES ARE NOT ACCEPTABLE)</u> | <u>City</u> | <u>Zip</u> |
| <u>Code</u>   |             |            |

3. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

|                      |  |                  |               |                 |
|----------------------|--|------------------|---------------|-----------------|
| <u>Jerry Douglas</u> | <u>106 South Broadway</u>              | <u>Cleveland</u> | <u>Pawnee</u> | <u>74020</u>    |
| <u>Name of Agent</u> | <u>Street Address</u>                  | <u>City</u>      | <u>County</u> | <u>Zip Code</u> |
|                      | <u>(P.O. BOXES ARE NOT ACCEPTABLE)</u> |                  |               |                 |

4. Set forth clearly any and all amendments to the Certificate of Incorporation which are desired to be made:

Additional amendments are set forth in full on the attached page.

**RECEIVED**

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OKLAHOMA SECRETARY  
OF STATE

**CHECK ONE OF THE FOLLOWING STATEMENTS, WHICHEVER IS APPLICABLE:**

\_\_\_\_\_ The governing body of the corporation adopted a resolution setting forth the amendment proposed and declaring its advisability.

At a subsequent meeting held upon notice stating the purpose thereof and given in accordance with the provision of Title 18, Section 1067, a majority of all the members of the governing body voted in favor of the amendment.

**OR**

XX At a meeting of the governing body of said corporation, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the certificate of incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the members for consideration thereof.


Pursuant to such call and to due written notice given to each member, a meeting was held, at which meeting the necessary number of members as required by the certificate of incorporation of said corporation voted in favor of the amendment(s).

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested by its Secretary or Assistant Secretary, this 9<sup>th</sup> day of December, 2007

By  Vice- President

Jerry Douglas  
(PLEASE PRINT NAME)

ATTEST:

  
By \_\_\_\_\_ Secretary

Jerry L. Pickens  
(PLEASE PRINT NAME)

ADDITIONAL AMENDMENTS  
TO  
**ARTICLES OF INCORPORATION**

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**First:** The purpose of the **Pawnee County Economical Development Foundation, Incorporated**, is to assist and promote the growth and development of Pawnee County, and the economic development of existing businesses, and the promotion of new businesses. Said Foundation is and shall be non-profit and non-partisan, qualifying as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Second;** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 First hereof. No substantial part of the activities of the corporation shall be for 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 or in opposition to 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Third:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.