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University of Science & Arts of Oklahoma Foundation, Inc.
Chickasha, Oklahoma



68251180002

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

The undersigned corporation, hereby amends and restates its certificate of incorporation, as follows:

Article I

The address of its registered office in the State of Oklahoma is:
1727 W. Alabama, in the City of Chickasha, Grady County, Oklahoma 73018

Article II

The name of the registered agent is JP Audas, at the same address.

Article III

The duration of the corporation is perpetual.

Article IV

- (a) *The corporation is formed as a not-for-profit public charity for the purpose of supporting the University of Science and Arts of Oklahoma (USAO), and other qualified organizations as deemed appropriate by the Board of Trustees.*
- (b) *The corporation administers and operates for educational purposes.*
- (c) *The corporation receives and manages gifts, donations, and private resources supporting the mission and priorities of USAO, in accordance with donor intent and those further educational purposes and goals deemed appropriate by its Board of Trustees. Such distributions of corporate assets are made and authorized solely by the corporation's Board of Trustees. No other entity, person or successor in interest to USAO shall have authority over the assets of the corporation, absence the express assent and approval of the corporation's Board of Trustees.*

Article V

The corporation is authorized to receive gifts to USAO in support of the mission of the university. Upon receipt, the Board of Trustees is responsible for the control and management of such assets, to be utilized in a manner consistent with donor intent, for the benefit of USAO, and such other educational entities and goals as determined by the Board of Trustees. Distributions of the assets held and managed by the corporation shall be made at such times, and in such manner and amounts, as the corporation's Board of Trustees in

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**OKLAHOMA SECRETARY
OF STATE**

its sole discretion deems to be proper. The corporation, in accordance with its Bylaws, shall hold all powers reasonably necessary and incidental to the accomplishment of the purpose of the corporation.

Article VI


The Bylaws of the corporation may be altered, amended or repealed in whole or in part by the Board of Trustees at any annual, quarterly or special meeting, provided that written notice of such meeting shall be given prior thereto, and such notice contains the essence of the contemplated alteration(s), amendment(s) or repeal(s).

Article VII

In the event of the closure, consolidation, merger or any similar event involving a change in status of USAO, the corporation's Board of Trustees shall, in its sole discretion, determine the future use, transfer, and distribution of any and all assets then held by the corporation. The closure, consolidation or merger, or any other event constituting a material change in USAO as a public university, shall not constitute grounds for a successor in interest to this corporation. All decision-making in conjunction with such an event, insofar as the status of the assets of the corporation, shall be the sole responsibility of the corporation's Board of Trustees.

Article VIII

The corporation's Board of Trustees and Executive Committee have approved of and authorized the articles of the Amended and Restated Certificate of Incorporation. Upon the direction of the Board of Trustees, the undersigned officers hereby affix their signatures.

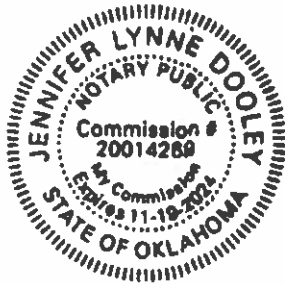
Chair		Johnny Trammolt
Vice Chair	Corbin Lee	Corbin Lee
Second Vice Chair	Erica Alexander	Erica Alexander
Secretary	Mari Fagin, Ph.D.	Mari Fagin

STATE OF OKLAHOMA
COUNTY OF GRADY

Before me, Jennifer Dooley, a Notary Public in and for said County and State, on this 31 day of October, 2024, personally appeared Johnny Trammell, Cash Lee, Erica Alexander, and Mari Fagin, to known to be the identical persons who executed the foregoing Amended and Restated Certificate of Incorporation, and acknowledged to me that they executed same as their free and voluntary act and deed for the purposes set forth therein, pursuant to the authorization of the Board of Trustees of the University of Science & Arts of Oklahoma Foundation, Inc.

In WITNESS THEREOF, I have set my hand and seal this 31st day of October, 2024.

(Seal)



Notary Public

Jennifer Dooley
My Commission expires: 11/19/24



OKLAHOMA SECRETARY OF STATE

Josh Cockroft
Secretary of State

421 N.W. 13TH, SUITE 210
OKLAHOMA CITY, OK 73103

J. Kevin Stitt
Governor

11/13/2024

DON HOLLADAY
1028 CONNELLY LANE
NORMAN OK 73072
USA

RE: UNIVERSITY OF SCIENCE AND ARTS OF OKLAHOMA FOUNDATION, INC.

Document Number: 68251180002
Client Account Number: 178616089

Dear Secretary of State Customer:

The Oklahoma Secretary of State is reaching out to make you aware of reporting requirements that go into effect on January 1, 2024, and that may require your business to report its beneficial ownership information to the Federal government. Learn more about these requirements, and review informational materials, by visiting the dedicated webpage maintained by the U.S. Department of the Treasury's Financial Crimes Enforcement Network (FinCEN) at www.fincen.gov/boi.

As your next step: Go to FinCEN.gov/BOI to determine if your new entity needs to report information about their beneficial owners—the persons who ultimately own or control the company—to Treasury's Financial Crimes Enforcement Network (FinCEN). You can also subscribe to [FinCEN Updates](#) for future guidance documents.

****IMPORTANT NOTICE****

You may receive solicitations from third party companies offering to order good standing certificates, or process various filings on your behalf in the future. Please be aware that these companies are **NOT** affiliated with our office. You may order and file documents directly with our office online at www.sos.ok.gov, by mail, or in person at 421 N.W. 13th, Suite 210. Oklahoma City, OK 73103.

Sincerely,

Josh Cockroft
Secretary of State

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

**UNIVERSITY OF SCIENCE AND ARTS OF OKLAHOMA
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
13th day of November, 2024.*


Secretary of State