



**NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION**

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

**OKLAHOMA ASSOCIATION OF COLLEGE & UNIVERSITY  
BUSINESS OFFICERS, 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 herewith set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Filed in the city of Oklahoma City this  
5th day of January, 2010.*

*M. Susan Swartz*

*Secretary of State*

CERTIFICATE OF INCORPORATION  
OF  
OKLAHOMA ASSOCIATION OF COLLEGE & UNIVERSITY BUSINESS OFFICERS,  
INC.

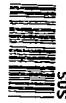
The undersigned, desiring to form a not-for-profit corporation pursuant to the provisions of the Oklahoma General Corporation Act, do hereby certify:

FIRST

The name of the corporation shall be Oklahoma Association of College & University Business Officers, Inc. ("OACUBO").

SECOND

The address of OACUBO registered office in the State of Oklahoma is 2800 West Gore Boulevard, Lawton, Comanche County, Oklahoma 73505-6377. The name of OACUBO's registered agent is Glen Pinkston.



S05

THIRD

The period of existence of shall be perpetual.



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FOURTH

The purpose of this association shall be to promote cooperation among the business officers and purchasing officers of institutions of higher education in Oklahoma, and to seek continual improvement in the support and administration of the procurement, physical and financial programs of those institutions. It shall encourage professional improvement in management to the end that the educational goals of higher education in Oklahoma can be achieved along with fiscal integrity and economy. OACUBO is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or corresponding provision of any future federal tax law), and to engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes under the laws of the State of Oklahoma.

No part of the net earnings of OACUBO shall inure to the benefit of or be distributable to its incorporators, officers, members or other private persons, nor shall OACUBO afford pecuniary gain, incidentally or otherwise, to any such person, except that OACUBO shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it is organized as set forth in this Article FOURTH. No substantial part of the activities of OACUBO shall consist of carrying on propaganda or otherwise attempting to influence legislation, and OACUBO 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 this Certificate of Incorporation, it is intended that OACUBO shall have and continue to have the status of an organization (a) which is exempt from federal income tax under Section 501(c)(3) of the Code, (b)

which is other than a private foundation within the meaning of Section 509(a) of the Code, (c) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code, (d) to which bequests are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code, and (e) to which gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. This Certificate of Incorporation shall be construed, and all authority and activities of OACUBO shall be limited, accordingly.

FIFTH

OACUBO has no authority to issue capital stock; it is organized as a non-stock, nonprofit corporation with members in lieu of shareholders, pursuant to the conditions of membership as stated in its corporate bylaws. No member, in such capacity, shall have any vested rights in or to the earnings or assets of OACUBO.

SIXTH

The management and operation of the business and affairs of OACUBO shall be vested in the Officers selected as prescribed in the bylaws of OACUBO. The following three (3) persons, who have been appointed or elected as Officers at the time of the execution of this Certificate of Incorporation, shall serve as the initial Officers of OACUBO for a one-year term, or until their respective successors are elected and qualified:

Name

Steve Whitworth

Address

2800 West Gore Blvd.  
Lawton, OK 73505  
2800 West Gore Blvd.  
Lawton, OK 73505  
2800 West Gore Blvd.  
Lawton, OK 73505

Terri Pinkston

Frederick Artis

The number of Officers to be elected at the first meeting of members shall be not less than three (3).

SEVENTH

The powers of the incorporators shall terminate on filing of the Certificate of Incorporation. The names and mailing addresses of the incorporators are:

Name

Mike Gibson

Address

531 Couch Drive  
Oklahoma City, OK 73102  
531 Couch Drive  
Oklahoma City, OK 73102  
531 Couch Drive  
Oklahoma City, OK 73102

Mark Dyer

Ellan Wright

Those persons named in Article SIXTH above shall serve as Officers on filing the Certificate of Incorporation.

EIGHTH

- a. To the fullest extent that the Oklahoma General Corporation Act and all other laws of the State of Oklahoma, as they exist on the original date of filing of this Certificate of Incorporation with the Oklahoma Secretary of State ("Effective Date"), permit the limitation or elimination of the liability of Officers, no Officer of OACUBO shall be liable to OACUBO or its members for monetary damages for breach of fiduciary duty as an Officer. No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any Officer of OACUBO for or with respect to any acts or omissions of such Officer occurring prior to the time of such amendment or repeal.
- b. If the Oklahoma General Corporation Act or other applicable Oklahoma laws are amended after the Effective Date to further limit or eliminate liability of OACUBO's Officers for breach of fiduciary duty, then an Officer of OACUBO shall not be liable for any such breach to the fullest extent permitted by the Oklahoma General Corporation Act, or other applicable Oklahoma laws, as so amended. If the Oklahoma General Corporation Act or other applicable Oklahoma laws are amended after the Effective Date to increase or expand liability of Officers of OACUBO for breach of fiduciary duty, no such amendment shall apply to or have any effect on the liability or alleged liability of any Officer of OACUBO for or with respect to any acts or omissions of such Officer occurring prior to the time of such amendment or otherwise adversely affect any right or protection of an Officer of OACUBO existing at the time of such amendment.

NINTH

OACUBO may be dissolved upon the affirmative vote of all the then acting Officers at a meeting held for the purpose of adopting a resolution of dissolution or liquidation, or without a meeting by the written consent of all the Officers. Upon final dissolution or liquidation, the assets of OACUBO shall be distributed in a manner consistent with its exempt purposes to one or more organizations exempt under Section 501(c)(3) of the Code as the Officers shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of OACUBO 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.

TENTH

Subject to the limitations set forth in this Certificate of Incorporation, OACUBO reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

ELEVENTH

The bylaws may be adopted altered, amended or repealed at any spring or fall meeting by a majority vote of those voting members present and voting.

TWELFTH

Except upon the affirmative vote of all of the Officers, no amendment to this Certificate of Incorporation may be adopted by OACUBO which would impose personal liability for the debts of OACUBO on the members of OACUBO or which would amend, alter, repeal or adopt any provision inconsistent with this Article TWELFTH.

We, the UNDERSIGNED, for the purpose of forming a not-for-profit corporation under the laws of the State of Oklahoma, do file this Certificate of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunto set our hands this 4<sup>th</sup> day of January, 2010.

INCORPORATORS:

Messers

Mark D. Wright

Ellen D. Wright