

## OKLAHOMA Secretary of State Electronic Filing

### Amended Certificate of Incorporation

Document Number 63245910002 Submit Date - 12/20/2023

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

The name of the corporation is:

OKLAHOMA CORRECTIONAL ASSOCIATION, INCORPORATED

The duration of the corporation is:

Perpetual

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

OKLAHOMA CORRECTIONAL ASSOCIATION, INCORPORATED  
129 CONNER ROAD  
HOMINY, OK 74035 USA

Additional amendments to the Certificate of Incorporation are:

The following articles replace all prior articles filed on July 19th, 1988:

1. The purposes for which the Corporation is formed: a) the Corporation shall operate as a business league described in §501(c)(6) of the Internal Revenue Code (the Code) and b) to do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma within the requirements set forth under §501(c)(6) of the Code.
2. In the event of the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(6) or §501(c)(3) of the Code or corresponding Section of any future federal tax code. Upon inaction or inability of the Board to adequately dispose of the assets upon dissolution, such assets shall be disposed of by a Court of Competent Jurisdiction in Oklahoma County.
3. The Corporation does not afford pecuniary gain, incidentally or otherwise, to its members. The Corporation shall have no capital stock and shall not be authorized to issue capital stock. The Corporation is not formed for pecuniary or financial gain. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors or 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 of the Corporation.
4. The Corporation is a membership organization where the members have the right to elect and remove Directors in accordance with the Bylaws of the Corporation and make amendment(s) to this Amended Certificate of Incorporation which impact the voting rights of the Members set forth in the Bylaws of the Corporation. The number, qualification, and manner of election and removal of the Directors shall be provided for in the Bylaws of the Corporation. The Corporation's Bylaws shall provide for the arrangement or conduct of the business of the Corporation, provided the same are not inconsistent with this Amended Certificate of Incorporation nor contrary to the laws of the State of Oklahoma or the United States.
5. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. The Directors and Officers of the Corporation shall be indemnified by the

Corporation to the fullest extent permissible under the laws of Oklahoma. However, the Corporation shall make no indemnification in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

6. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. The Corporation may attempt to influence legislation.

7. This Amended Certificate of Incorporation replaces the original Certificate of Incorporation filed on July 19, 1988.

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 this 20th day of December, 2023 by :

I hereby certify that the information provided on this form is true and correct to the best of my knowledge and by attaching the signature I agree and understand that the typed electronic signature shall have the same legal effect as an original signature and is being accepted as my original signature pursuant to the Oklahoma Uniform Electronic Transactions Act, Title 12A Okla. Statutes Section 15-101, et seq.

Signature: *Tammy Cartwright*  
TAMMY CARTWRIGHT  
CHEVONNE BARNETT

Title:  
PRESIDENT  
SECRETARY

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