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FILED

MAR 24 1999

**CERTIFICATE OF INCORPORATION
OF**

**OKLAHOMA SECRETARY
OF STATE**

OKLAHOMA CHILD CARE RESOURCE AND REFERRAL ASSOCIATION, INC.

FIRST: The undersigned incorporators, Janna Walker, Bridget Tobey and Jaci Wargin, being at least eighteen (18) years of age, hereby form a non-profit corporation under and by virtue of the Oklahoma General Corporation Act (the "Act").

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is **OKLAHOMA CHILD CARE RESOURCE AND REFERRAL ASSOCIATION, INC.**

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational or charitable purposes, including, for such purposes, (1) providing an independent child care resource and referral network affiliated with the National Child Care Resource and Referral Association and promoting child care resource and referral as a service of benefit to parents, providers and employers in the State of Oklahoma; (2) the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and (3) provide training and technical assistance to Oklahoma regional child care resource and referral agencies and developing data to provide a basis for industry standards, capacity and usage; (4) to develop and disseminate educational materials, programs, promoting the quality of child care. To receive and administer funds for such charitable or educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease any property, real, personal, or mixed; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of this Certificate of Incorporation, or as shall, in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1986, as now in force or

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afterwards amended; and, in general, to exercise any, all, and every power for which a non-profit corporation organized under the applicable provisions of the Oklahoma General Corporation Act for educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 this Article THIRD. No substantial part of the activities of the Corporation shall be the 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 any candidate for public office. Notwithstanding any other provision of this Certificate, 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is Oklahoma Child Care Resource and Referral Association, Inc., 3024 Paseo, Oklahoma City, Oklahoma 73103. The name and post office address of the Registered Agent of the Corporation in this State are Christopher Fiesel, 3024 Paseo, Oklahoma City, Oklahoma 73103. Said Registered Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to its members and organizational governance shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation to be elected at the first meeting shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names and mailing addresses of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

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Name	Address
Janna Walker	100 S. Washington, St. John Enid, OK 73701
Bridget Tobey	P.O. Box 948 Tahlequah, OK 74465
Jaci Wargin	3024 Paseo Oklahoma City, OK 73103
Mandy Lemmons	617 West Main Henryetta, OK 74437
Barbara O'Steen	122 E. Carl Albert Pkwy. McAlester, OK 74501
Connie Schones	415 W. Grand Ponca City, OK 74601
Ellen Johnson	101 S. Broadway Hobart, OK 73651
Liz Reece	1700 1/2 S. Sheridan Rd. Tulsa, OK 74112-7306
Charlee Lanis	Resource & Referral East Central University Center of Continuing Ed. Box E-3 Ada, OK 74820

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered, and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent

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with this Certificate of Incorporation nor contrary to the laws of the State of Oklahoma or of the United States.

NINTH: In this Certificate of Incorporation:

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propoganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in §501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any capital expenditures as defined in §1945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 19 day of February, 1998, and we acknowledge the same to be our acts.

Christy Lee

Edna Johnson
Jane Wagon

Bridget Bley
Charles Davis
Cornelia Schoups

Liz Reece
Mandy Simmons
Janna Hal

Before me, the undersigned, a Notary Public, in and for the County of Adair and State of Oklahoma, on this 14th day of February, 1999, personally appeared [Name] to me known to be the grantor who executed the within and foregoing instrument and acknowledged to me that [Name] executed the same as a free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Barbara Dean
Notary Public

My Comm. Ex. Expires 2/28/00

STATE OF OKLAHOMA
COUNTY OF Adair

Before me, the undersigned, a Notary Public, in and for the County of Adair and State of Oklahoma, on this 14th day of February, 1999, personally appeared [Name] to me known to be the grantor who executed the within and foregoing instrument and acknowledged to me that [Name] executed the same as a free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Notary Public

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