

RESTATED
CERTIFICATE OF INCORPORATION
(Oklahoma Not for Profit Corporation)

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

I hereby execute the following articles for the purpose of **amending and restating the** certificate of incorporation in its entirety for: OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC.

1. The name of the corporation as filed is: OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC.
2. The date of filing its original certificate of incorporation: February 15, 1984
3. The name of the registered agent, the registered office and the principle office in the State of Oklahoma are:
OKLAHOMA STATE UNION OF THE FARMERS EDUCATIONAL AND CO-OPERATIVE UNION OF AMERICA, INC.
4400 Will Rogers Parkway
Oklahoma City, Oklahoma 73108
Oklahoma County
4. The corporation is not a church.
5. The duration of the corporation is perpetual
6. The Corporation operated and conducted as a non-profit corporation, organized under the laws of the State of Oklahoma and exempt from income tax under section 501(c)(5) of the Internal Revenue Code, and may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma.
7. The Corporation shall have Memberships as set forth in the Bylaws. Only the Membership shall have the authority to restate or amend this Certificate of Incorporation. The number, qualification and manner of selection of the Board of Directors shall be established in the Bylaws of the Corporation and only the Memberships shall have the authority to restate or amend the Bylaws of the Corporation.

8. The corporation shall adhere to the following provisions affecting tax exempt entities:
- a) 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 to one or more exempt purposes within the meaning of Section 501(c)(5) or (c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code. Upon inaction 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.
 - b) The corporation may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth under Section 501(c)(5) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - c) 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 Trustees 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.
 - d) No substantial part of the activities of the corporation shall consist of the carrying on of the propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate of public office, including the publishing or distribution of statements.
 - e) The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation. The Board of 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 expenses which the court shall deem proper.

Such Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 after being proposed by the governing body of the corporation and approved by the members of the corporation, in the manner and by the vote prescribed in Title 18, Sections 1077 and 1080, and **restates, integrates** and further **amends** the certificate of incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and attested by its Secretary, this _____ day of _____, 2015.

ATTEST:

Terry Detrick, President

Paul Jackson, Secretary