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OKLAHOMA SECRETARY OF STATE



**CERTIFICATE OF INCORPORATION
OF
OKLAHOMA TEAM, INC.
an Oklahoma Not For Profit Corporation**



MA)
)
COUNTY OF OKLAHOMA)

To: THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA

We, the undersigned incorporators:

Mike Flowers
15228 Claremont Blvd.
Edmond, OK 73013

Travis McCoy
PO Box 30716
Edmond, OK 73003

Dana Parker
6444 NW Expressway, Suite 836a
Oklahoma City, OK 73132

being persons legally competent to enter into contracts, for the purpose of forming a not-for-profit corporation under the Oklahoma General Corporation Act of the State of Oklahoma, do hereby adopt the following Certificate of Incorporation:

ARTICLE 1

The name of the Corporation is "Oklahoma Team, Inc."

ARTICLE 2

The address of the registered agent of the Corporation in the State of Oklahoma is 6444 Northwest Expressway, Suite 836a, Oklahoma City, Oklahoma 73132, and the name of its registered agent at such address is Oklahoma Team, Inc.

ARTICLE 3

The duration of the Corporation shall be perpetual.

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OF STATE**

ARTICLE 4

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, and shall be operated exclusively for the purpose of promoting and operating a Christian adventure, character and leadership program for young men through a program centered on outdoor experiences that build a young man's skills and allow him to grow on a personal level and as a role model and leader for his peers. Living a life established on timeless values derived from the Bible. The Corporation's purpose shall consist of exercising all power and performing all acts permitted a not-for-profit corporation under Oklahoma law to the extent the exercise of such powers and the performance of such acts are in furtherance of the Corporation's exempt purpose as stated herein.

ARTICLE 5

The Corporation shall not afford pecuniary gain (incidentally or otherwise) to its members and no part of the net earnings of the Corporation shall inure to the benefit of 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 described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 6

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of this Certificate of Incorporation to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code..

ARTICLE 7

This Corporation is not organized for profit. The Corporation shall have no capital stock and it shall not have the authority to issue capital stock.

ARTICLE 8

The initial number of directors of the Corporation shall be six (6). Thereafter, the number of directors of the Corporation shall be as fixed from time to time by, or in the manner provided in, the By-Laws of the Corporation.

The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Mike Flowers	15228 Claremont Blvd., Edmond, OK 73013
Travis McCoy	PO Box 30716, Edmond, OK 73003
Richard Sitton	12601 S. Dusty Lane, Perkins, OK 74059
Dana Parker	6444 NW Expressway, Suite 836a, Oklahoma City, OK 73132
Bill LaPach	13700 SE 35th St., Choctaw, OK 73020
Kelly Parker	6444 NW Expressway, Suite 836a, Oklahoma City, OK 73132

ARTICLE 9

The initial directors of the Corporation shall adopt the By-Laws of the Corporation which shall set forth the rules for the conduct of the operations and activities of the Corporation. The board of directors is expressly authorized to exercise any and all powers expressly conferred by law and this Certificate of Incorporation and which may be conferred upon the board of directors through the By-Laws of the Corporation. If the By-Laws of the Corporation so provide, the directors shall have the power to hold their meetings, to have an office or offices and to keep the books of the Corporation outside of the State of Oklahoma at such places as may from time to time be designated by the By-Laws of the Corporation or by resolution of the directors (subject to the provisions of the Oklahoma Statutes).

ARTICLE 10

The directors of the Corporation shall have limited personal liability to the full extent permitted by the Oklahoma General Corporation Act and by Section 866 and 867 of Title 18 of the Oklahoma Statutes, as now in effect or later amended or otherwise permitted by law. Specifically and without limiting the foregoing provision, the directors of the Corporation shall have no personal liability to the Corporation for monetary damages as a result of any breach of fiduciary duty, except for (i) a breach of the director's duty of loyalty to the Corporation or its members, (ii) an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or (iii) a transaction from which the director derived an improper personal benefit.

ARTICLE 11

The Corporation may indemnify any and all persons whom it shall have the power to indemnify under the Oklahoma General Corporation Act (the "Act") to the full extent permitted by the Act from and against any and all of the expenses, liabilities and other items specified by the Act, and the indemnification allowed by this Article shall not operate to exclude any other rights under the By-Laws of the Corporation, any agreement, any vote of the directors, or otherwise, both as to any action in an official capacity and as to any action in another capacity while holding office. The indemnification allowed by this Article shall continue as to a person who has ceased to serve as a director, officer, employee or agent and shall inure to the benefit of the person's heirs, executors and administrators.

ARTICLE 12

No transaction (other than those expressly prohibited or invalidated by Statutory laws or the Constitution of the State of Oklahoma) in which the Corporation may engage with any officers, directors, or any other interested person, or with any affiliated corporation, shall be affected or invalidated merely by reason of the relationship involved.

ARTICLE 13

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 possession of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other organization exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, of this or any other state, having a similar or analogous character or purpose of the Corporation; otherwise the assets of the Corporation shall be distributed, transferred, conveyed, delivered and paid over for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

ARTICLE 14

In the event the Corporation is classified as a private foundation, as such term is defined in Section 509 of the Internal Revenue Code, or corresponding section of any future federal tax code then the following provisions shall apply:

1. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code;

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code;

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code;

4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code; and


5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 15

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by law, and all rights conferred on officers and directors herein are granted subject to this reservation. The provisions of the By-Laws of the Corporation may be amended, altered, changed or repealed by a majority of vote of the directors of the Corporation.

THE UNDERSIGNED, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the Oklahoma General Corporation Act, make this Certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true, as of this 27th day of July, 2023.

INCORPORATORS



Mike Flowers



Travis McCoy



Dana Parker