

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

OKLAHOMA ASSOCIATION FOR INSTITUTIONAL RESEARCH

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 hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
19th day of October, 2010.*

M. Susan Sawyer

Secretary of State



Oklahoma Association fo
Institutional Research
73-138607



**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
(NOT FOR PROFIT)**

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

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

1. The name of the corporation: Oklahoma Association for Institutional Research
2. The name under which it was originally incorporated: Oklahoma Association for Institutional Research
3. The date of filing its original certificate of incorporation: March 16, 1990
4. The name of the registered agent and the street address of the registered office in the State of Oklahoma are:

A. AS FILED: Dr. Annmarie Shirazi
1204 N.E. 121st
Oklahoma City, Oklahoma 73131
Oklahoma County

B. AS AMENDED: Oklahoma Association for Institutional Research
c/o University of Oklahoma
Office of Assessment
633 Elm Avenue, Room 230
Norman, Oklahoma 73071
Cleveland County

5. The duration of the corporation is: Perpetual
6. The corporation is not a church.
7. The purposes for which the corporation is formed are:

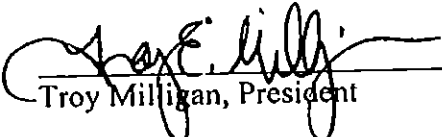
- (a) To provide a venue for the discussion and improvement of research, assessment and planning in the state of Oklahoma to institutions of higher education, those serving such institutions and/or educators.
 - (b) To operate exclusively for charitable, educational, religious and scientific purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - (c) To 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)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
8. The number, qualification and manner of selection of the Board of Directors shall be established in the bylaws of the corporation. Membership qualifications and voting rights shall be established in the bylaws of the corporation. The Members, as determined in the bylaws, shall have the authority to adopt, amend, alter or repeal the bylaws of the corporation or may delegate such duties to the Board of Directors. Members, as determined in the bylaws, shall have the authority to adopt, amend, alter or repeal the certificate of incorporation or may delegate such duties to the Board of Directors.
9. The corporation shall adhere to the following provisions:
 - (a) 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.
 - (b) 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 Section 501(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 Cleveland County.
 - (c) 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.
 - (d) In any taxable year in which the corporation has been found by the Internal Revenue Service to be a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such

time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4921(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

- (e) 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 expenses which the court shall deem proper.

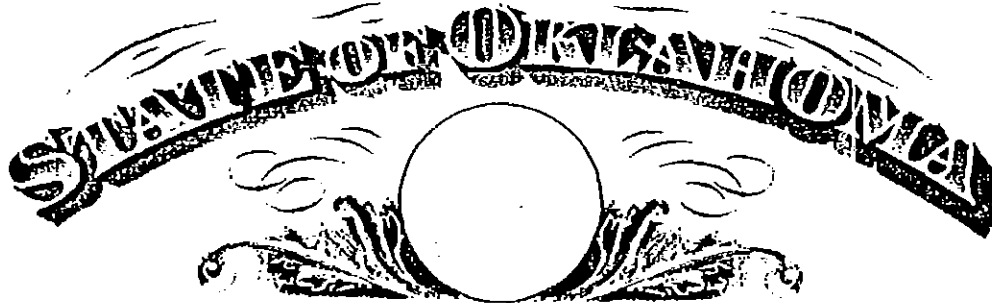
Such Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Title 18, Section 1080 after being proposed by the governing body of the corporation and approved by the members of the corporation in the manner and by the vote prescribed in Title 18, Section 1077, and 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 8th day of October, 2010.


Troy Milligan, President


Isabelle Billen, Secretary

OFFICE OF THE SECRETARY OF STATE



NOT FOR PROFIT
CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings,

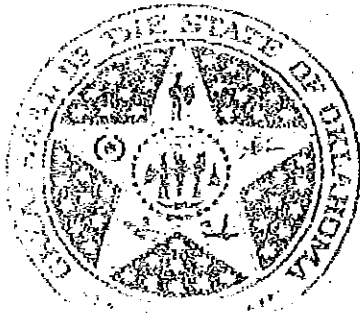
WHEREAS, *The Certificate of Incorporation, duly signed and verified, of*

OKLAHOMA ASSOCIATION FOR INSTITUTIONAL RESEARCH

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 of Incorporation*

IN TESTIMONY WHEREOF, *I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma*



Filed at the City of Oklahoma City this 16th
day of March 19 90

James D. Atkins
Secretary of State

[Signature]

DN 488086

1001 03/16/90

Oklahoma Association for
Institutional Research
73-1386077

FILED

MAR 16 1990

OKLAHOMA SECRETARIAT
OF STATE

FOR OFFICE USE ONLY

FEE: \$25.00

CERTIFICATE OF INCORPORATION
(NOT FOR PROFIT)

FILE IN DUPLICATE

PRINT CLEARLY

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

1. The name of the corporation is: Oklahoma Association for Institutional Research

~~OK-AIR~~ ^{AIR}
(Please refer to procedure sheet for statutory words required to be included in the corporate name.)

2. The address of the registered office in the State of Oklahoma and the name of the registered agent at such address are:

Dr. Annmarie Shirazi	1204 N.E. 121st	OKC	OK	73131
NAME	STREET ADDRESS	CITY	COUNTY	ZIP CODE

(P.O. BOXES ARE NOT ACCEPTABLE)

3. In the event the corporation is a church, the location of the church is:

CITY COUNTY

4. The duration of the corporation is: _____
(Perpetual unless otherwise stated)

5. The purpose or purposes for which the corporation is formed are:

OK-AIR is designed to provide professional development activities for those in the field of research and planning in post-secondary educational agencies.

6. This corporation does not have authority to issue capital stock.

7. This corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

8. The name and mailing address of each person who will serve as a trustee or director are:

NAME	MAILING ADDRESS	CITY	STATE	ZIP CODE
Dr. Annmarie Shirazi	OKCCC, 7777 S. May Ave.	OKC	OK	73159
Mr. Murriel Gilliam	OSU-301 Whitehurst Hall	Stillwater	OK	74078
Ms. Teresa Smith	00-500 Parvinston Oval Rm 104 Norman		OK	73119

9. The number of trustees or directors to be elected at the first meeting is: 3

10. The conditions of membership of such corporation are, or, if the conditions of membership are stated in the by-laws, so state:

Any individual interested in research and planning in colleges or who has an interest in higher education, is welcome to be a member of OK-AIR.

11. If the powers of the incorporators are to terminate upon the filing of the certificate of incorporation, the names and mailing addresses of the persons who are to serve as directors:

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
Not Applicable				

12. The names and mailing addresses of the undersigned incorporators:

<u>INCORPORATOR</u>	<u>NUMBER AND STREET</u>	<u>CITY AND STATE</u>	<u>ZIP CODE</u>
Dr. Annmaria Shirazi	OKCCC, 7777 S. May Avenue	OKC, OK	73159
Mr. Murriel Gilliam	OSU- 301 Whitehurst Hall	Stillwater, OK	74078
Ms. Teresa Smith	OU-660 Parrington, Oval Rm. 104	Norman, OK	73019

INCORPORATORS MUST SIGN BELOW.

WE, THE UNDERSIGNED, for the purpose of forming a not for profit corporation under the laws of the State of Oklahoma, certify that the facts herein stated are true, and have accordingly hereunto set our hands this 16th day of November, 19 89.

Murriel Gilliam

Teresa Smith
