

**CERTIFICATE OF INCORPORATION  
OF  
SPRING CREEK COALITION, INC.**

JAN 20 1995  
OKLAHOMA SECRETARY  
OF STATE

The undersigned incorporators, being at least eighteen (18) years of age hereby form a non-profit corporation under and by virtue of the Oklahoma General Corporation Act.

**ARTICLE I**

1.1 The name of the not-for-profit corporation shall be SPRING CREEK COALITION, INC.

**ARTICLE II**

2.1 The address of the corporation's registered office in the State of Oklahoma is P. O. Box 8, Peggs, Oklahoma 74452.

**ARTICLE III**

3.1 The Registered Agent of the corporation at the address stated in Article II is Jennifer Owen. The Registered Agent is a resident of the State of Oklahoma.

**ARTICLE IV**

**PURPOSES AND POWERS OF THE CORPORATION**

4.1 The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Oklahoma, but limited to those activities consistent with activities permitted for organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

4.2 The specific purposes for which the corporation is formed include (but shall not be limited to) the following:

(a) To preserve, protect, and restore the quality of the water and the natural beauty of the adjacent lands of Spring Creek and all of its tributaries within the boundaries of the watershed.

(b) To enlist the active assistance and cooperation of all adjacent landowners, both public and private, and all recreational users of Spring Creek and its tributaries in maintaining the highest water quality standards and the pristine beauty of Spring Creek, its tributary streams, and the Fort Gibson reservoir.

(c) To prevent, eliminate, and correct the pollution of Spring Creek, its subsidiary streams, and the Fort Gibson reservoir.

(d) To protect and preserve the environment and the ecosystem of Spring Creek and its tributaries from despoliation, destruction, and waste, and to restore said environment and ecosystem.

(e) To preserve, protect, promote, secure, and enhance the scenic, historic, aesthetic, educational, recreational, and scientific benefits of Spring Creek, its tributaries, and downstream lakes and reservoirs.

4.3 In carrying out the purposes of the organization, as outlined in Section 4.2, above, this corporation shall have and shall exercise any and all powers, rights, and privileges which a corporation organized under the General Corporation Act of the State of Oklahoma may now and hereafter have and exercise.

4.4 In the conduct of the affairs of the corporation the corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

4.5 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 make payments and distributions in furtherance of the purposes set forth in this Article IV. The corporation shall not afford pecuniary gain incidently or otherwise to its members.

4.6 No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

4.7 The corporation shall not operate for purposes of carrying on a trade or business for profit; or accumulate income, invest income, or divert income, in a manner endangering its exempt status.

4.8 The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

## ARTICLE V

### BOARD OF DIRECTORS

5.1 The affairs of this corporation shall be managed by a Board of Directors, all



members of which shall serve without compensation. The number of directors constituting the initial Board of Directors shall be seven (7). Thereafter, the number of directors shall be determined by the Board of Directors; however, in no case shall the Board of Directors consist of less than three (3) nor more than eleven (11) members.

5.2 The names and addresses of the persons who shall serve as founding directors for a term of one (1) year, or until their successors are elected and qualify, are:

	Name	Address
1.	Jennifer Owen President	P. O. Box 59, Peggs, OK 74452
2.	Danny Cole Vice President	Rt. 1, Box 2235, Rose, OK 74364
3.	Sandy Dunham Secretary	Rt. 2, Box 828, Locust Grove, OK 74634
4.	Sunny Barker Treasurer	P. O. Box 242, Rose, OK 74364
5.	Debbie Martin Director	Rt. 2, Box 9605, Hulbert, OK 74441
6.	Mitch Fram Director	HC 61, Box 54, Tahlequah, OK 74464
7.	Robin Johnson Director	1522 S. Carson, Tulsa, OK 74119

## ARTICLE VI

### MEMBERSHIP

6.1 The membership of the SPRING CREEK COALITION, INC. shall consist of individuals, political subdivisions, and public and private organizations, all of which/whom share a commitment to the purposes of the organization as outlined in Article IV, Sec. 4.2. The number of qualifications for and other matters relating to its members shall be set forth in the bylaws of the corporation.

6.2 The Board of Directors shall establish and enforce a dues structure sufficient to cover the necessary and ordinary expenses of the corporation.

**ARTICLE VII**  
**INCORPORATORS**

7.1 The names and mailing addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Dwayne C. Pollard	515 South Main Street Suite 300 Tulsa, Oklahoma 74103
Ted J. Nelson	515 South Main Street Suite 300 Tulsa, Oklahoma 74103
Sheila M. Bradley	515 South Main Street Suite 300 Tulsa, Oklahoma 74103

**ARTICLE VIII**

**DISSOLUTION**

8.1 The corporation's property is irrevocably dedicated to educational and charitable purposes and, upon the liquidation, dissolution or abandonment of the owner will not inure to the benefit of any private person except a fund, foundation, or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes.

8.2 The corporation may be dissolved at any time with the approval of not less than two-thirds (2/3) of the corporation's members and directors. Upon dissolution of the corporation, other than incident to a merger or consolidation, the Board of Directors shall, after satisfying or making provision for the satisfaction of all of the liabilities and obligations of the corporation, dispose of all assets held exclusively by the corporation in such manner for the benefit of an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located for the benefit of any such charitable, educational, religious, or scientific organization as described above.

**ARTICLE IX**

**DURATION**


9.1 The duration of the corporation, unless otherwise dissolved, shall be for a period of fifty (50) years.

**ARTICLE X**

**AMENDMENTS**

10.1 Any amendment of these Articles shall require the approval of three-fourths (3/4) of the members and Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Oklahoma, the undersigned incorporators of this corporation hereby make this certificate and declare and certify that this is the act and deed of the undersigned and that the facts herein stated are true as of this 16<sup>th</sup> day of January, 1995.

  
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DWAYNE C. POLLARD

  
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TED J. NELSON

  
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SHEILA M. BRADLEY