

AMENDED ARTICLES OF INCORPORATION

TO: THE SECRETARY OF STATE  
STATE OF OKLAHOMA

We, the undersigned President and Secretary of:

MYRIAD GARDENS FOUNDATION

an Oklahoma charitable, non-profit corporation being persons legally competent to Amend the Articles of Incorporation of the above corporation and pursuant to 18 O.S. §541 and pursuant to Resolution of the Board of Directors of said corporation (a Certified Copy of which is attached hereto and made a part hereof) do hereby execute and submit the following Amended Articles of Incorporation:

The original Articles of Incorporation are republished as they presently stand, except as modified hereby:

ARTICLE IV (d)

ARTICLE IV(d) is deleted in its entirety and substituted therefore is the following new Article IV(d):

(d) The Corporation's activities will be limited to supporting the Myriad Gardens and its environs in Oklahoma City, as developed by the Myriad Gardens Authority.

ARTICLE VI

ARTICLE VI of the original Articles of Incorporation is deleted in its entirety and the following is substituted as the new Article VI:

The members of the Board of this corporation shall be made up, at all times, by the following:

(1) Three members shall be sitting members of the Oklahoma City Myriad Gardens Authority (the "Authority"), a public trust, selected annually by the chairman of said trust.

(2) Two members shall be non "Authority" members and will also be non City of Oklahoma City public officials, but will be citizens of the State of Oklahoma selected by the Mayor of the City of Oklahoma City annually.

for a total of five members.

ARTICLE VII

ARTICLE VII is herewith amended to provide for five Directors of this foundation. The language in Article VII of the original Articles reading:

"The Directors of this corporation shall be made up, at all times, of those self-same Trustees of the Oklahoma City Myriad Gardens Authority, a public trust and an agency of the State of Oklahoma, whose beneficiary is the City of Oklahoma City. The said Directors will have the same tenure of office as the Trustees of the Oklahoma City Myriad Gardens Authority."

IS DELETED

2/21/85

ARTICLE X

ARTICLE X of the original Articles is deleted in its entirety.

ARTICLE XI

ARTICLE XI of the original Articles is deleted in its entirety.

All of the foregoing is a result of resolution of the Board of Directors, passed at a regularly, duly called meeting with a quorum present, held on the 13<sup>th</sup> day of FEBRUARY, 1985, per Exhibit "A" attached and made a part hereof.

DATED this 13<sup>th</sup> day of FEBRUARY, 1985.

MYRIAD GARDENS FOUNDATION

By: [Signature]  
President

ATTEST:  
[Signature]  
Secretary

[SEAL]

Subscribed and sworn to before me this 13 day of February 1985.

[Signature]  
Notary Public

My Commission Expires:

January 15, 1986

[SEAL]

(Approved by Resolution of the Council of The City of Oklahoma City dated the \_\_\_\_\_ of February, 1985.)

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TO: Mayor and City Council

FROM: City Manager

Resolution approving amendments to the By-Laws of the Myriad Gardens Foundation. (Ward 6)

The Myriad Gardens Foundation was incorporated as a tax-exempt, charitable, non-profit entity to assist in the financing of the construction of the structure now known as the Hodges Botanical Gardens located within the Myriad Gardens. As the Hodges Botanical Gardens is nearing completion, there is a need to fund the landscaping and planting within the structure and other improvements in the Myriad Gardens.

The Foundation is uniquely qualified to facilitate the acquisition of private funds for landscaping and planting the Botanical Gardens. Also, it is the proper vehicle for coordination between private donors and the public entities responsible for the development of the entire Myriad Gardens.

On February 19, 1985, City Council adopted a resolution approving amended Articles of Incorporation of the Myriad Gardens Foundation. The Foundation adopted amended By-Laws on April 17, 1985 bringing the By-Laws into compliance with the amended Articles of Incorporation. The By-Laws may be amended with the approval of the City Council

Recommendation: The resolution be adopted.



Scott Johnson  
City Manager

WW:dt  
Attachment

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**A P P R O V E D**

MAY 7 1985

BY THE CITY COUNCIL

*the City Clerk*  
CITY CLERK

AMENDED

BY-LAWS

OF

MYRIAD GARDENS FOUNDATION

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ARTICLE I.

PURPOSES OF THE CORPORATION

Section 1. The purposes for which this Corporation is formed are those set out in its Certificate of Incorporation. It is not organized for pecuniary profit and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual and no part of its activities shall be carrying on of propaganda or otherwise attempting to influence legislation.

Section 2. As provided in its Certificate of Incorporation, the Corporation may, in carrying out its purposes, allocate, distribute, expend, contribute or advance funds and resources to cultural and scientific organizations (which said organizations must be duly incorporated nonprofit corporations and have obtained an exemption as set forth in the Internal Revenue Code of 1954, as amended, under Section 501(c)(3) or be units of government which are reflected to be recognized charitable donees under the Internal Revenue Code, its Regulations and Rulings thereunder). The Board of Directors shall have the power to determine the appropriateness of such corporations, organizations or bodies for such purposes, and to determine the allocation, distribution, expenditure, contribution or advance of funds and resources of the Corporation among them.

ARTICLE II.

OFFICES OF THE CORPORATION

Section 1. The main office and place of business of the Corporation shall be in Oklahoma City, Oklahoma. The Board of Directors may establish other offices elsewhere.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. The number of directors shall be as fixed in the Articles of Incorporation and as limited by the State law.

Section 2. The Board of Directors shall hold an annual meeting during the month of September. Other regular meetings of the Board of Directors shall be held at such times and places as the Board or the Chairman may determine.

Section 3. Notice of the annual meeting and all regular meetings of the Board shall be mailed or delivered personally to each director at least five (5) days before the meeting. Meetings may be held at any place within the City of Oklahoma City designated in the notice of the meeting. Special meetings may be called at any time by the Chairman on at least forty-eight (48) hours notice.

Section 4. The Board of Directors shall have and exercise full power in the management and control of the business and affairs of the Corporation.

Section 5. Directors shall be elected as set forth and provided in the Articles of Incorporation.

Section 6. Any action of the Board shall require three (3) members present and voting affirmatively for said action.

Section 7. The Board of Directors may appoint from time to time such committees as the Board of Directors may deem advisable, and each such Committee shall exercise such powers and perform such duties as may be conferred upon it by the Board of Directors, subject to the continuing directions and control of the Board of Directors and as limited by the Articles of Incorporation and these By-Laws.

ARTICLE IV.

OFFICERS

Section 1. The elected officers of the Corporation shall consist of a Chairman, Vice Chairman, Executive Secretary, and as many Assistant Secretaries as the Board deems advisable.

Section 2. The Chairman shall be the chief executive officer of the Corporation, and shall be in charge of the direction of its affairs. The Executive Secretary shall be the active administrative officer of the Corporation, and charged with the administration of its activities, subject to the direction of the Board of Directors and the Chairman.

Section 3. The elected officers (other than the Executive Secretary) and the directors shall not receive, directly or indirectly, any salary or other compensation (except actual expenses as may be approved by the Board) from the Corporation. The directors may appoint and select one or more employees (not an officer or an employee of the City of Oklahoma City and not a director of this Corporation) who may receive reasonable compensation subject to the approval of the Board.

Section 4. The elected officers shall be elected at the annual meeting or special meetings of the Board of Directors. All officers shall hold office until the next annual meeting or until their successors are elected, or until removed by action of a body which, under these By-Laws, has the power to elect or appoint them.

Section 5. The Executive Secretary shall render to the Chairman and the Board of Directors, after the close of each fiscal year of the Corporation, and at such other times as the Chairman or the Board may request, an account of the transactions and the financial condition of the corporation. The annual financial statement shall be examined and reported on by an independent accountant if the Board so requests, but such accountant need not be a certified public accountant.

ARTICLE V.

FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be January 1 through December 31 or such other fiscal year as the Board may determine.

ARTICLE VI.

SEAL

Section 1. The seal of the Corporation shall be circular in form and shall bear the name of the Corporation.

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ARTICLE VII.

ADOPTION AND AMENDMENT

Section 1. These By-Laws may be added to, amended, or repealed, in whole or in part, by the Board of Directors, in each case by three (3) affirmative votes, provided that notice of the proposed addition, amendment, or repeal has been given to each director, as the case may be, in the notice of such meeting, all subject to the provisions of the Articles.

MYRIAD GARDENS FOUNDATION

By: *DR Mason*  
Chairman

ATTEST:

*John Bullard*  
Executive Secretary

[SEAL]