

AMENDED AND RESTATED
BY-LAWS
OF
MYRIAD GARDENS FOUNDATION

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 non profit 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 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 designed 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. A majority of the total number of directors shall constitute a quorum for the transaction of business.

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, Treasurer, Secretary, and as many Assistant Secretaries as the Board deems advisable.

Section 2. 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 3. The elected officers (selected from among existing directors) 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.

Section 4. The directors may appoint an Executive Director and any additional employees as they deem necessary, who may receive reasonable compensation subject to the approval of the Board. Said employees shall not be an officer or an employee of the City of Oklahoma City and not a director of this Corporation.

Section 5. The director of the Department of Parks and Recreation of the City of Oklahoma City shall serve as the Executive Secretary of the Corporation.

Section 6. The Chairman shall be the chief executive officer of the Corporation, and shall be in charge of the direction of its affairs. The Executive Director shall be the active administrative officer of the Corporation, and charged with the administration of its activities, including administration of financial activities, subject to the direction of the Board of Directors and the Chairman. In the absence of an Executive Director, 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. In the absence of an Executive Director, the Treasurer shall be the financial officer of the Corporation, and charged with the administration of financial activities, subject to the direction of the Board of Directors and the Chairman.

Section 7. The Treasurer shall render to the Chairman and 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 July 1 through June 30 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.

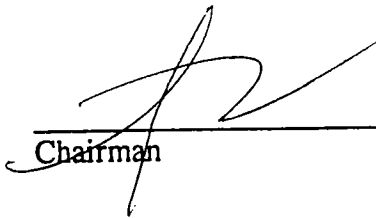
1/20/90

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 the affirmative vote of a majority of the directors present at a meeting, 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 of Incorporation.

MYRIAD GARDENS FOUNDATION



Chairman

ATTEST:


Secretary

(SEAL)