

EXHIBIT A

Amended and Restated
Certificate of Incorporation

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MYRIAD GARDENS CONSERVATORY, LTD.
(HEREAFTER TO BE NAMED MYRIAD GARDENS FOUNDATION)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned, in order to amend and restate the Certificate of Incorporation of Myriad Gardens Conservatory, Ltd. pursuant to the provisions of the Oklahoma General Corporation Act (the "Act"), hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is hereby amended and hereafter shall be Myriad Gardens Foundation.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Oklahoma is 500 West Main, Suite 500, Oklahoma City, Oklahoma 73102, and the name of its Registered Agent at such address is Andrews Davis Legg Bixler Milsten & Price.

ARTICLE III - DURATION

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSES

(a) General Purposes: The general purposes for which the corporation is formed as a charitable nonprofit corporation are:

To support the Myriad Botanical Gardens of Oklahoma City by providing funding, increasing public awareness, support and involvement and promoting the highest possible standards. To engage in fund raising activities and the expenditure of such funds to facilitate the improvement, maintenance and full

utilization of the Myriad Botanical Gardens. Members in the Conservatory will be entitled to special benefits established from time to time by official act of the Board of Directors.

(b) Restrictions: In all events and under all circumstances, the following restrictions and provisions shall apply:

(1) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(2) The corporation shall use and apply the assets of the corporation, including all income therefrom, exclusively within the United States or any of its possessions and exclusively for the purposes for which the corporation is organized. 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 to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE V - LIMITATION

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

ARTICLE VI - POWERS

To accomplish the foregoing objectives and purposes, the corporation shall have the following powers:

(a) To solicit, accept and collect grants, pledges, donations, contributions in cash or property, real, personal and mixed.

(b) To take by will or by gift, in trust or absolutely, cash or property, subject to any terms, conditions or limitations which may be contained in the instrument by which said cash or property is acquired.

(c) To construct, improve, maintain and operate and to buy, own, sell, convey, assign, mortgage, encumber and lease any real estate and personal property necessary or incident to the furtherance of the business of this corporation;

(d) To borrow money and execute notes, mortgages and other contracts.

(e) To have and maintain one or more offices and to conduct any or all of its operations and business therefrom.

(f) To do any or all things herein set forth as principal, agent, trustee or otherwise, alone or in company with others.

(g) To employ an executive director and additional employees as may be appropriate in the discretion of the Board of Directors.

(h) To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying out or attainment of all or any of the foregoing objects or purposes; and to have and to exercise all the powers conferred by the laws of the State of Oklahoma upon charitable, scientific, literary and educational corporations, as such laws are now in effect or may at any time hereafter be amended.

(i) The Corporation may enter into transactions with its Members and other disqualified persons as are permitted under Section 4941 of the Internal Revenue Code of 1954.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred upon this corporation by the laws of the State of Oklahoma.

ARTICLE VII - MEMBERSHIP

The corporation has no authority to issue capital stock and is organized on a nonstock, nonprofit basis with Members in lieu of stockholders. No Member, in such capacity, shall have any vested rights in the assets of the corporation. Provisions for additional Members and transfer of memberships shall be prescribed by the Bylaws of the corporation.

ARTICLE VIII - DIRECTORS

The management and operation of the business and affairs of the corporation shall be vested in the Board of Directors selected as prescribed in the Bylaws of the corporation.

(a) The Directors shall serve without compensation, provided that if a Director performs duties or functions for the corporation other than those of a Director, he may receive such reasonable compensation therefor as the Board of Directors shall direct.

(b) The number of Directors of the corporation shall be not less than three (3) nor more than forty-two (42).

ARTICLE IX - BYLAWS

The Board of Directors of the corporation shall have the authority to adopt, amend, alter or repeal the Bylaws of the corporation, subject to such limitations as are set forth in the Bylaws. The Bylaws also may be amended as provided in the Bylaws.

ARTICLE X - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation by a vote of a majority of the Board of Directors.

Executed on behalf of the corporation by its President and attested by its Secretary, this 19th day of October, 1994.

MYRIAD GARDENS CONSERVATORY, LTD

ATTEST:

By: John A. Lippert
President

David Ligon
Secretary

(SEAL)

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

SS:

The foregoing instrument was acknowledged before me this ____ day of October, 1994,
by John A. Lippert, President and David Ligon, Secretary of the
Myriad Gardens Conservatory, Ltd.

Janna Beth Sipton
Notary Public

My Commission expires:

April 26, 1998

(SEAL)