

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**MYRIAD GARDENS FOUNDATION**  
**(Formerly Myriad Gardens Conservatory, Ltd.)**

## AGREEMENT AND PLAN OF MERGER

### Myriad Gardens Foundation

### Myriad Garden Conservatory, Ltd.

Myriad Gardens Foundation (the "Foundation"), an Oklahoma non-profit corporation, and Myriad Gardens Conservatory, Ltd. (the "Conservatory"), also an Oklahoma non-profit corporation, enter into this Agreement and Plan of Merger (this "Agreement") on the 28th day of October, 1994.

1. *Merger and Effective Date.* The Foundation and Conservatory agree to the merger ("Merger") of the Foundation into the Conservatory, with the Conservatory being the surviving corporation (the surviving corporation being referred to herein as the "Surviving Corporation"). Irrespective of the date this Agreement is signed, the effective date of the Merger shall be the date on which the Certificate of Merger is filed with the Secretary of State of the State of Oklahoma.

2. *Name.* The name of the Surviving Corporation shall be Myriad Gardens Foundation.

3. *Approval By the Respective Boards.* The Boards of Directors of the Foundation and the Conservatory have approved this Agreement and have authorized the execution of this Agreement on their behalf.

4. *Further Approvals.* This Agreement shall be submitted to the Myriad Gardens Authority, a public trust of Oklahoma City and the City Council of Oklahoma City for their ratification and approval. Such ratification and approval shall be acknowledged in a Certificate to be appended to this Agreement.

5. *Amended and Restated Certificate of Incorporation.* The Certificate of Incorporation of the Conservatory shall serve as the Certificate of Incorporation of the Surviving Corporation, as amended and restated by the Amended and Restated Certificate of Incorporation attached as Exhibit A to this Agreement and made a part hereof.

6. *Bylaws.* The Bylaws of the Conservatory shall serve as the Bylaws of the Surviving Corporation, as amended and restated by the Amended and Restated Bylaws attached as Exhibit B to this Agreement and made a part hereof.

7. *Manner of Conversion of Memberships.* As of the effective date of the Merger, all of the members of the Conservatory and Foundation and Board of Directors of the Foundation on that date shall become the members of the Surviving Corporation. Thereafter, the Amended and Restated Bylaws of the Surviving Corporation, attached as Exhibit B to this Agreement, shall govern the qualifications and methods of becoming a member of the Surviving Corporation.

8. *Board of Directors.* The initial Board of Directors of the Surviving Corporation shall be selected as provided in Article IV, Section 2 of the Amended and Restated Bylaws attached as Exhibit B hereto.


9. *Committees.* The Surviving Corporation shall have Executive, Budget and Finance, Nominating, Capital Development, Membership, Education/Docents, Events and Administration (Personnel, Architecture and Planning) Committees and other committees which the Board of Directors of the Surviving Corporation may establish in accordance with the terms and provisions of its Amended and Restated Bylaws.

10. *Property and Liabilities.* On the effective date of the Merger, all of the property, rights, accounts, privileges, leases, contract rights, bequests, trust funds, deposits, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description and all liabilities of the Foundation shall vest in and be assumed by the Surviving Corporation without further act or deed, and all property, rights, and every other interest and all liabilities of the Conservatory shall remain the property and liabilities of the Surviving Corporation. The Foundation, from time to time, as and when the Surviving Corporation requests, shall execute and deliver all deeds and instruments and take all actions the Surviving Corporation may deem necessary and appropriate in order to vest in the Surviving Corporation title and possession to any property of the Foundation.

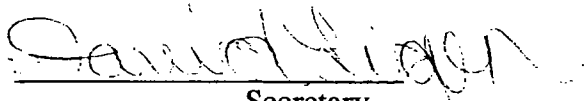
In witness of their agreement, the Foundation and the Conservatory, pursuant to the approval and authority given by their respective governing boards in accordance with Paragraph D of Section 1084 of the Oklahoma General Corporation Act, have executed this Agreement on the day and year first set forth above.

CONSERVATORY:

MYRIAD GARDENS CONSERVATORY, LTD.

By:   
John Lippert, President

ATTEST:

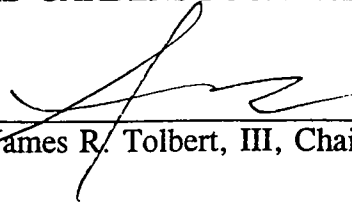
  
\_\_\_\_\_, Secretary

(SEAL)

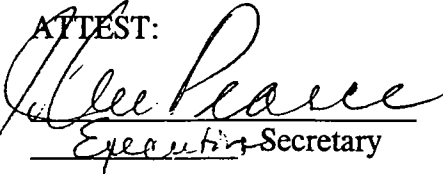
FOUNDATION:

MYRIAD GARDENS FOUNDATION

By:

  
\_\_\_\_\_  
James R. Tolbert, III, Chairman

ATTEST:

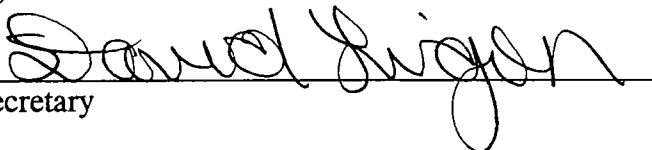
  
\_\_\_\_\_  
Executive Secretary

(SEAL)

**CERTIFICATE OF ADOPTION OF AGREEMENT OF MERGER**

The undersigned, being the duly-elected Secretary of the Myriad Gardens Conservatory, Ltd., hereby certifies that, at a meeting of the Board of Directors of the Myriad Gardens Conservatory, Ltd., held on the 19th day of October, 1994, for which the Directors received proper notice in accordance with the provisions of Paragraph D of Section 1084 of the Oklahoma General Corporation Act, the Board of Directors adopted the foregoing Agreement and Plan of Merger by a vote of at least two-thirds (2/3) of the Directors.

Executed on this 19th day of October, 1994.

  
\_\_\_\_\_  
Secretary

(SEAL)

**CERTIFICATE OF ADOPTION OF AGREEMENT OF MERGER**

The undersigned, being the duly-elected Secretary of the Myriad Gardens Foundation, hereby certifies that, at a meeting of the Board of Directors of the Myriad Gardens Foundation, held on the 14th day of September, 1994, for which the Directors received proper notice in accordance with the provisions of Paragraph D of Section 1084 of the Oklahoma General Corporation Act, the Board of Directors adopted the foregoing Agreement and Plan of Merger by a vote of at least two-thirds (2/3) of the Directors.

Executed on this 1st day of October, 1994.

*[Handwritten Signature]*  
Exec. Secretary

(SEAL)