

EXHIBIT B

Amended and Restated
Bylaws

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

PREAMBLE

The vision of the Myriad Gardens Foundation (the "Foundation") is to develop and sustain a botanical garden and conservatory that will be recognized internationally for its educational programs and its exceptional beauty and diversity.

The mission of the Foundation is to support the Myriad Botanical Gardens of Oklahoma City by providing funding, increasing public awareness, support and involvement and promoting the highest possible standards.

ARTICLE I

PURPOSES

The Foundation is organized as a non-profit Oklahoma corporation for all lawful purposes consistent with its vision and mission as stated in the Preamble to these Bylaws.

ARTICLE II

MEMBERS

Section 1. Membership. It shall be a goal of the Foundation to have and maintain a broad based membership throughout the community of Oklahoma City, the state of Oklahoma and beyond in order to further the vision and mission of the Foundation. To that end, the Board of Directors shall determine the criteria and procedure for admitting new members.

Section 2. No Transfer of Membership. Membership or any interest in this Foundation shall not be assignable by a member, nor shall membership or any interest in this Foundation pass to any personal representative, heir, or devisee. Membership of any member shall cease upon his or her death.

Section 3. Privileges of Members. Members will be provided and entitled to special benefits established from time to time by the Board of Directors.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place of Meetings. All annual meetings of members and all other meetings of members shall be held either at the principal office of the Foundation or at any other place within or without the state of Oklahoma as may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board of Directors or by the written consent of the majority of members entitled to vote at such meeting, given either before or after the meeting and filed with the Secretary of the Foundation.

Section 2. Annual Meetings. The annual meetings of members shall be held on the second Tuesday in the first month following the close of the fiscal year of the Foundation; provided, however, that should said day fall on a legal holiday, then any such annual meeting of members shall be held at the same time and place on the next day thereafter ensuing which is a full business day. Any such annual meeting may be held at any other time which may be designated in a resolution by the Board of Directors or by the written consent of a majority of members entitled to vote at such meeting. At such annual meeting, reports of the affairs of the Foundation shall be considered, and any other business may be transacted which is within the powers of the members to transact and which may be properly brought before the meeting.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his or her address appearing on the books of the Foundation or given by him or her to the Foundation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given him or her if sent by mail or other means of written communication addressed to the place where the principal office of the Foundation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) nor more than forty (40) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 3. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chairperson of the Board of Directors, or by resolution of the Board of Directors, or by a majority of the members, or such meeting may be held at any time without call or notice upon unanimous consent of the members. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for annual meetings of members. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

Section 4. Voting List. The officer who has charge of the membership list of the Foundation shall, before each members' meeting, prepare a list of all members entitled to vote at such meeting. Such list or a true and correct copy thereof, shall be open to the examination of any member, during business hours, for a period of at least one (1) full day immediately preceding the convening of said members' meeting and until the close of such meeting and it shall be subject to inspection at any time during such period by any member or proxy. The list shall be open for examination at the place specified in the notice where said meeting is to be held.

Section 5. Quorum. Forty (40) members, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or the Certificate of Incorporation of the Foundation. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. Adjourned Meeting and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 7. Chairperson and Order of Business. The Chairperson of the Board of Directors, or the Vice Chairperson in his or her absence, shall chair the meetings of the members. Unless otherwise provided by the Chairperson or the Board of Directors, the order of business at the annual meeting, and so far as practicable at all other meetings of the members, shall be as follows:

- (1) Calling meeting to order;
- (2) Checking proxies;
- (3) Proof of notice of meeting;
- (4) Reading of any unapproved minutes;
- (5) Reports of officers;
- (6) Reports of committees;
- (7) Unfinished business;
- (8) New business; and
- (9) Adjournment.

Section 8. Voting. At each meeting of members each member shall have one (1) vote. The voting at all meetings of members may be by voice, but a majority of the qualified voters present may demand a vote by written ballot, whereupon such vote shall be taken by written ballot.

Section 9. Consent of Absentees. The transaction of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any action which, under the provisions of the laws of the state of Oklahoma or under the provisions of the Certificate of Incorporation or under these Bylaws may be taken at a meeting of the members, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all of the persons who would be entitled to vote upon such action at a meeting for such purpose, and such record or memorandum be filed with the Secretary of the Foundation and made a part of the corporate records.

Section 11. Proxies. Any member entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by proxy. Only other members of the Foundation may be appointed as proxy. The appointment of a proxy shall be in writing and signed by the member but shall require no other attestation and shall be filed with the Secretary of the Foundation at or prior to the meeting. In no event shall a proxy be appointed for a period of more than three (3) years. If any member appoints two or more persons to act as proxies and if the instrument does not otherwise provide, then a majority of such persons present at the meeting, or if only one shall be present, then that one shall have and may exercise all of the powers conferred by such instrument upon all of the persons so appointed; and if such proxies be equally divided as to the right and manner of voting in any particular case, the vote shall be divided among the proxies. The authority of a proxy may be terminated at will. The termination of a proxy's authority by act of the member shall, subject to the time limitation herein set forth, be ineffective until written notice of the termination has been given to the Secretary of the Foundation. Unless otherwise provided therein, an appointment filed with the Secretary shall have the effect of revoking all proxy appointments of prior date.

Section 12. Inspectors of Election. In advance of any meetings of members, the Board of Directors may appoint Inspectors of Election to act at such meeting or any adjournment thereof. If Inspectors of Election be not so appointed, the Chairperson of any such meeting may, and on the request of any member or his or her proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members present shall determine

whether one or three inspectors are to be appointed. In case any person appointed as inspector fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the Chairperson. An inspector need not be a member of the Foundation.

The duties of such inspectors shall include: determining the number of members, the members represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all members.

ARTICLE IV

DIRECTORS

Section 1. Powers. Subject to limitations of the Certificate of Incorporation, of these Bylaws and of the laws of the state of Oklahoma as to action to be authorized or approved by the members, and subject to the duties of directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be controlled by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers; to wit,

First: To select and remove all directors, officers, agents and employees of the Foundation, prescribe such powers and duties for them as may not be inconsistent with law, with the Certificate of Incorporation or these Bylaws, fix their compensation, if any, and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the Foundation, and to make such rules and regulations therefor not inconsistent with law, or with the Certificate of Incorporation or these Bylaws, as they may deem best.

Third: To fix and locate from time to time one or more subsidiary offices of the Foundation within or without the state of Oklahoma; to designate any place within or without the state of Oklahoma for the holding of any members' meeting or meetings; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

Fourth: To borrow money and incur indebtedness for the purposes of the Foundation, and to cause to be executed and delivered therefor, in the corporate

name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Number, Election and Term of Office. The number of directors which shall constitute the whole Board of Directors shall be not less than three (3) nor more than forty-two (42) directors as determined from time to time. The term of office of all directors shall be three (3) years, with selection staggered so that one-third (1/3) of the directors (or as near thereto as possible) are selected at each annual meeting of the directors. Directors shall hold office until their death, resignation or removal and until their respective successors are elected. Six (6) Board of Directors members shall be appointed to the Board of Directors by the Mayor of the City of Oklahoma City. (Initially two shall be appointed for one-year terms, two for two-year terms and two for three-year terms so that after the initial appointment, two such appointees shall be appointed to three three-year terms at each annual meeting.) All other directors shall be elected by a plurality of votes by the directors at the annual meeting of directors.

As soon as practicable following the merger of the Myriad Gardens Foundation ("MGF") and the Myriad Gardens Conservatory ("MGC"), the Chairperson of MGF and the President of MGC shall each select from their respective Boards the members of the Board of the surviving corporation (herein called the "Foundation") by including all active members of the MGF and MGC Boards. Such Board members shall have the same terms of office on the Foundation Board as they had on the MGF or MGC Board except to the extent it becomes necessary for the Chairperson of the MGF and the President of the MGC to alter the terms of certain directors to enable one-third (1/3) of the board to be elected each year.

Section 3. Qualifications and Duties. A director must be a member of the Foundation. A director shall have such additional qualifications and duties as the Board of Directors shall adopt by resolution.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office for the unexpired portion of the term of the director whose office has become vacant and until his or her successor is elected at an annual or special meeting of the members.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the Board of Directors fail, at any annual or special meeting at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5. Resignations. The failure of a director to comply with the meeting attendance requirements established by the Board of Directors from time to time, unless waived by the Board of Directors, shall constitute a resignation from the Board. Any director may resign at any time by giving written notice of his or her resignation to the Board of Directors, the Chairperson or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

Section 6. Removal. Any director may be removed from office with or without cause by vote of a majority of the directors at any annual or special meeting of directors. In case any one or more directors be so removed, new directors may be elected at the same meeting of directors.

Section 7. When Board May Declare Vacancies. The Board of Directors shall declare vacant the office of a director if he or she is declared of unsound mind by an order of court or convicted of a felony, or may do so within sixty (60) days after notice of his or her election if he or she does not accept such office in writing or does not attend a meeting of the Board of Directors.

Section 8. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the state of Oklahoma which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation. Special meetings of the Board of Directors may be held either at a place so designated or at the principal office.

Section 9. Regular Meetings. A regular annual meeting of the Board of Directors for the purpose of election of directors and officers of the Foundation and the transaction of any other business coming before such meeting shall be held each year immediately preceding or following the annual members' meeting and no notice of such meeting to the elected directors shall be necessary in order to legally constitute the meeting, provided a quorum shall be present. If a quorum shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the directors present. Other regular meetings of the Board of Directors may be held without notice at such time as shall from time to time be determined by the Board, but not less often than quarterly.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chairperson of the Board of Directors or, if he or she is absent or unable to act, by the Vice Chairperson or by any two (2) directors. No business shall be considered at any special meeting other than the purposes mentioned in the notice given to each director of the meeting, except upon the unanimous consent of all directors.

Section 11. Notice of Special Meeting. Written notice of the time, place and the purposes of all special meetings shall be delivered to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him or her at his or her address as shown on the records of the Foundation or, if it is not so shown on the records or is not readily ascertainable, at the place where meetings of the directors are regularly held. In case such notice is mailed or telephoned, it shall be deposited in the United States Mail or delivered to the telegraph company in the place in which the principal office of the Foundation is located at least five (5) days prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Section 12. Waiver of Notice. Any actions taken or approved at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a director does not receive notice of a meeting, but attends and participates in the meeting, he or she shall be deemed to have waived notice of the meeting.

Section 13. Quorum. At all regular or special meetings of the Board of Directors, for which any required notice has been given, twenty-five (25) percent of the directors shall constitute a quorum for the transaction of business at such meeting. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws and except as to adjourn as hereinafter provided.

Section 14. Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors' meeting, either regular or special, may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which a required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 15. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 16. Fees and Compensation. Directors and members of committees may not receive compensation for their services, but may receive such reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

Section 17. Action Without Meeting. Any action required or permitted to be taken may be taken without a meeting if all of the members of the Board shall individually or collectively consent to such action by signing a written record or memorandum thereof. Such record or memorandum shall have the same effect as an unanimous vote of the Board of Directors and shall be filed with the Secretary of the Foundation and made a part of the corporate records.

Section 18. Chairperson. The Board of Directors shall select one of the directors to act as Chairperson, who shall have general supervision, direction and control of the business and meetings of the Board of Directors, including presiding over the meetings thereof and signing the minutes of all Directors' meetings over which he or she shall have presided. In the absence of the Chairperson, the Vice Chairperson shall preside and in the absence of both the Chairperson and Vice Chairperson, the directors present at any meeting thereof may elect another director to act as chairperson for that meeting.

Section 19. Committees. The Chairperson of the Board of Directors, with the advice and consent of the Board, shall appoint the chairperson and members of the standing committees of the Board, and such ad hoc or special committees as the Board may from time to time create, except for the Executive Committee and Nominating Committee, whose members shall be selected as set forth below. The members of all committees may be directors, members, or persons who are neither directors or members. The standing committees and special or ad hoc committees shall have such duties and responsibilities as may be designated from time to time by the Board of Directors. The standing committees of the Foundation shall be as follows:

- a. Administration (Personnel, Architecture and Planning)
- b. Budget and Finance
- c. Capital Development
- d. Education/Docents
- e. Events
- f. Executive Committee (composed of the Chairperson, Vice Chairperson, Executive Secretary, Secretary, Treasurer and chairs of the other standing committees)
- g. Membership
- h. Nominating (elected annually by the Board of Directors at the same time as the officers of the Foundation)

ARTICLE V

ADVISORY BOARD

Section 1. Members. The Foundation, at the option of the Board of Directors, may have an Advisory Board. The members of the Advisory Board are to be selected annually by the Board of Directors at their annual meeting. The Board of Directors shall have the power to elect new members for any positions vacated during the year.

Section 2. Duties. The Advisory Board shall meet from time to time on the call of the Chairperson of the Advisory Board, to be selected by said Board, or on the call of the Chairperson of the Board of Directors of the Foundation or the Chairperson of the Foundation. The Advisory Board shall also be invited to join the Board of Directors at meetings of the Board of Directors upon invitation of the Chairperson of the Board of Directors. Members of the Advisory Board participating in the meeting of the Board of Directors will not be entitled to a vote, but may address the Board of Directors upon request. The Advisory Board is to give advice and counsel to the Board of Directors of the Foundation with respect to the activities of the Foundation, and its members may serve as chairperson of any special committee created by the Board of Directors.

Section 3. Meetings of the Advisory Board. The rules governing the giving of notice of, the place of, and the quorum and voting at the meetings of the Advisory Board shall be as provided for meetings of the Board of Directors. In all other details relating to the activities of the Advisory Board, the same provisions applicable to the Board of Directors shall govern except as specifically indicated to the contrary in this Article or in the Certificate of Incorporation.

Section 4. Resignations. Any Advisory Board member who fails to pay his or her annual membership dues on or before February 1 in the year for which they are elected shall be deemed to have resigned their position.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Foundation shall be a Chairperson, Vice Chairperson, Executive Secretary, a Secretary, and a Treasurer. The Foundation may also have, at the discretion of the Board of Directors, one or more additional Vice Chairperson, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of Chairperson and Secretary or the offices of Chairperson and Vice Chairperson.

Section 2. Election. The officers of the Foundation, except the Executive Secretary and such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified. The Executive Secretary shall be the Director of the Department of Parks and Recreation of the City of Oklahoma City.

Section 3. Subordinate Officers. The Board of Directors may appoint, and may empower the Chairperson to appoint such other officers as the business of the Foundation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chairperson, or to the Secretary of the Foundation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Chairperson. The Chairperson shall be the Chief Executive Officer of the Foundation and shall exercise and perform such powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by these Bylaws, and shall have general supervision, direction and control of the business and affairs of the Foundation, including:

(a) He or she shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the Foundation's business and shall, with the Secretary, sign the minutes of all meetings over which he or she may have presided.

(b) He or she shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the Foundation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Foundation.

(c) At the annual meeting of the members, he or she shall submit a complete report of the operations of the Foundation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time all such matters coming to his or her attention and relating to the interest of the Foundation as should be brought to the attention of the Board.

(d) He or she shall have such usual powers and duties of supervision and management as may pertain to the office of the Chairperson and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Foundation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the Foundation a contributor's list, showing the names of the contributors and their addresses, the amount and the date of contributions made by the same. Also, the Secretary shall keep, or cause to be kept, at the principal office of the Foundation a membership list.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by these Bylaws or by law to be given, and he or she shall keep the seal of the Foundation in safe custody. He or she shall also sign, with the Chairperson or Vice Chairperson, all contracts, deeds, licenses and other instruments when so ordered. He or she shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by the laws of the state of Oklahoma and shall perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

The Secretary shall allow any member, on application, during normal business hours, to inspect the books and records of the Foundation. He or she shall attend to such correspondence and perform such other duties as may be incidental to his or her office or as may be properly assigned to him or her by the Board of Directors. The Assistant Secretary or Secretaries shall perform any or all the duties of the Secretary at his or her direction or in the case of his or her absence or disability, such other duties as may be specified by the Board of Directors and shall

specifically have the authority to give notice of any and all meetings of the members and of the Board of Directors.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Foundation, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall prepare and file or cause to be prepared and filed all required tax reports and returns.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board of Directors. He or she shall invest and disburse the funds of the Foundation as may be ordered by the Board of Directors, shall render to the Chairperson and directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Foundation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

The Assistant Treasurer or Treasurers shall perform any or all the duties of the Treasurer at his or her direction or in the event of his or her absence or disability, such other duties as the Board of Directors may determine and shall specifically have the authority to deposit, invest and disburse the funds of the Foundation.

Section 10. Executive Secretary. The Executive Secretary, who shall be the director of the Department of Parks and Recreation of the City of Oklahoma City, shall be entitled to attend all meetings of the Board of Directors and of the Executive Committee and shall serve as the liaison between the City staff and the Board. The Executive Secretary shall have such other privileges and duties as the Chairperson or the Board shall direct.

Section 11. Delegation of Duties. In case of the absence or disability of any officer of the Foundation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board, delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any director.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf

of the Foundation any contract or other instrument, and such authority may be general or may be confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 3. Deposits; Bank Accounts. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may time to time designate or as may be designated by an officer or officers of the Foundation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Foundation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Foundation or by written endorsement of any officer without countersignature.

Section 4. Loans. No loans shall be contracted on behalf of the Foundation unless authorized by the Board of Directors, but when so authorized, unless a particular officer or agent is directed to negotiate the same, may be negotiated, up to the amount so authorized, by the Chairperson, or Vice Chairperson or the Treasurer; and such officers are hereby severally authorized to execute and deliver in the name and on behalf of the Foundation notes or other evidences of indebtedness countersigned by the Chairperson or Vice Chairperson for the amount of such loans and to give security for the payment of any and all loans, advances and indebtedness by hypothecating, pledging or transferring any part or all of the property of the Foundation, real or personal, at any time owned by the Foundation.

Section 5. Sale or Transfer of Securities Held by the Foundation. Stock certificates, bonds or other securities at any time owned by the Foundation may be held on behalf of the Foundation or sold, transferred or otherwise disposed of pursuant to authorization by the Board of Directors, or of any committee thereunto duly authorized, and when so authorized to be sold, transferred or otherwise disposed of, may be transferred from the name of the Foundation by the signature of the Chairperson or Vice Chairperson and the Treasurer or the Secretary.

ARTICLE VIII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Foundation shall be the twelve month period ending June 30 of each year.

Section 2. Seal. The corporate seal shall be a device containing the name of the Foundation and the word "Oklahoma."

Section 3. Form of Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail in a postpaid sealed wrapper, addressed to such director, officer or member at such address as appears on the books of the Foundation, or, in default of other address, to such director, officer or member at the general post office in the city where the Foundation's principal office for the transaction of business is located, and such notice be deemed to be given at the time when the same shall be thus mailed. Notices may be given by the Secretary of the Foundation or any Assistant Secretary.

Section 4. Waiver of Notice. Any member, director or officer may waive any notice required to be given under these Bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice.

ARTICLE IX

AMENDMENTS

Section 1. Who May Amend. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a majority of the members, at any regular or special meeting of the members if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or by the Board of Directors at any regular or special meeting of the Board of Directors.

ARTICLE X

INDEMNIFICATION

Section 1. Indemnification; Actions Other Than by the Foundation. The Foundation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a director, advisor, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, advisor, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to

be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification; Action by the Foundation. The Foundation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a director, advisor, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, advisor, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Right to Indemnification. To the extent that any present or former director, advisor, officer and employee and any person who is or was serving at the request of the Foundation as a director, advisor, officer, or employee of another Foundation, partnership, joint venture, trust or other enterprise, or any agent of the Foundation or any person who is or was serving at the request of the Foundation as an agent of another Foundation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article X, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Authorization of Indemnification. Any indemnification under Sections 1 and 2 of this Article X (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, advisor, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article X. Such determination shall be made: by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or by the members.

Section 5. Advance Indemnification. Expenses incurred in defense of a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, advisor, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article X.

Section 6. Non-Exclusive Indemnification. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, advisor, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, advisor, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, advisor, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article X.


CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Myriad Gardens Foundation, an Oklahoma Foundation;

2. That the foregoing Bylaws comprising eighteen (18) pages constitute the Bylaws of said Foundation as duly adopted by the Consent of the Board of Directors effective December 31, 1986, and amended by the Board of Directors, effective January 1, 1989, April __, 1993 and October __, 1994.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Foundation this 1st day of October 1994.



Exec. Secretary

[SEAL]