

FOURTH AMENDED AND RESTATED

BYLAWS

OF

MYRIAD GARDENS FOUNDATION

(Formerly Myriad Gardens Conservatory, Ltd.)

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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 (the "Gardens") by providing funding, operating and management support, and 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 Community Board 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 Community Board.

**ARTICLE III.
MEETINGS OF MEMBERS**

Section 1. Place of Meetings. All 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 Community Board pursuant to authority hereinafter granted to said Community Board 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. 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 Executive Director, or by resolution of the Community Board, 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. 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 3. 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 4. 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 5. Adjourned Meeting and Notice Thereof. Any members' meeting, 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 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 6. Chair and Order of Business. The Executive Director, or his or her designee, shall chair the meetings of the members and determine the order of business at meetings of members.

Section 7. 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 8. Consent of Absentees. The transaction of any meeting of members, 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 9. 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 10. 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.

ARTICLE IV. EXECUTIVE BOARD OF DIRECTORS

Section 1. Powers. All corporate powers of the Foundation shall be exercised by or under the authority of, and the business, affairs and governance of the Foundation shall be controlled by, the Executive Board of Directors (collectively, the "Executive Board" and

individually, a "Director"). Without prejudice to such general power, it is hereby expressly declared that the Executive Board shall have the following powers; to wit,

(a) To do all things necessary or appropriate to perform that certain Lease and Management Agreement by and among The City of Oklahoma City, the Oklahoma City Economic Development Trust and the Foundation having a Commencement Date of July 1, 2011, as the same may be amended from time to time, including without limitation, the maintenance and operation of the Gardens consistent with the terms of such Lease and Management Agreement.

(b) 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 as the Executive Board deems appropriate security for faithful service.

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

(d) To 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.

(e) To borrow money and incur indebtedness for the purposes of the Foundation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and security therefore, to lease and sublease property and to enter into all other forms of contracts.

Section 2. Number, Election and Term of Office. The number of Directors which shall constitute the whole Executive Board shall be not less than three (3) nor more than thirteen (13) 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. One Director shall be a member of the City Council of the City of Oklahoma City and one Director shall be the President of the Foundation. The initial Executive Board shall be elected by the board of directors of the Foundation as it exists at the time of the adoption of the Fourth Amended and Restated Bylaws. Thereafter, Directors shall be elected by the Executive Board at the annual meeting and from time to time to fill vacancies as provided below in Section 4. Directors shall be elected by a plurality of votes.

Section 3. Qualifications and Duties. A Director shall have such qualifications and duties as the Executive Board shall determine from time to time.

Section 4. Vacancies. Vacancies in the Executive Board 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.

A vacancy or vacancies in the Executive Board 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 Executive Board for any reason lacks the maximum authorized number of Directors.

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 Executive Board from time to time, unless waived by the Executive Board, shall constitute a resignation from the Executive Board. Any Director may resign at any time by giving written notice of his or her resignation to the Executive Board, the Executive Director, the President 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 Executive Board 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 Executive Board May Declare Vacancies. The Executive Board 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 Executive Board.

Section 8. Place of Meeting. Regular meetings of the Executive Board 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 Executive Board or by written consent of all Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation. Special meetings of the Executive Board may be held either at a place so designated or at the principal office.

Section 9. Regular Meetings. A regular annual meeting of the Executive Board 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 during the month of June, unless otherwise determined by the Executive Board, on such date and at such place as the Executive Board or the Executive Director shall specify. Notice shall be given in the same manner as with Special Meetings. 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 Executive Board may be held without notice at such time as shall from time to time be determined by the Executive Board, but not less often than quarterly.

Section 10. Special Meetings. Special meetings of the Executive Board for any purpose or purposes may be called at any time by the Executive Director 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. Meetings by Telecommunications. The Executive Board or any committee of the Executive Board may hold meetings by means of conference telephone, teleconference, or other means of telecommunications that enable all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section 12. 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, or electronic communication, 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, it shall be deposited in the United States Mail 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 or sent electronically, as above provided, it shall be so delivered or sent at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, delivery or electronic communication as above provided shall be due, legal and personal notice to such Director.

Section 13. Waiver of Notice. Any actions taken or approved at any meeting of the Executive Board, 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 14. Quorum. At all regular or special meetings of the Executive Board, for which any required notice has been given, a majority 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 Executive Board, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws and except as to adjournment as hereinafter provided.

Section 15. 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 16. 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 17. Fees and Compensation. The Executive Board shall determine by resolution any compensation for service as an officer, Director or committee member and any reimbursement for expenses.

Section 18. Action Without Meeting. Any action required or permitted to be taken may be taken without a meeting if all of the members of the Executive 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 and shall be filed with the Secretary of the Foundation and made a part of the corporate records.

Section 19. Committees. The Executive Director, with the advice and consent of the Executive Board, shall appoint the members of the standing committees of the Executive Board, and such ad hoc or special committees as the Executive Board may from time to time create, except for the Nominating Committee, whose members shall be selected as set forth below. The members of the standing committees shall serve one year terms. 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 otherwise shall have such duties and responsibilities as may be designated from time to time by the Executive Board. The standing committees of the Executive Board shall be as follows:

- (a) Executive Committee
- (b) Budget and Finance
- (c) Capital Development and Fund Raising

- (d) Nominating (elected annually by the Executive Board at its annual meeting)

The Executive Director shall chair the Executive Committee, the Executive Vice President - Finance shall chair the Budget and Finance Committee, and the Executive Vice President - Development shall chair the Capital Development and Fundraising Committees. Members of the Nominating Committee shall elect the chair of the Nominating Committee. Chairs of special and ad hoc committees of the Executive Board shall be designated by the Executive Director.

Section 20. Executive Committee Authority. In the interim between meetings of the Executive Board, the powers and authority of the Executive Board may be exercised by the Executive Committee to the extent the Executive Committee reasonably determines that it is in the best interests of the Foundation that action be taken without the calling of a meeting and assembling of a quorum of the full Executive Board. The Executive Board may limit such authority of the Executive Committee as the Executive Board deems appropriate.

ARTICLE V. COMMUNITY BOARD

Section 1. Purposes. The purposes of the Community Board are to:

- (a) foster, support and maintain the involvement with the Gardens by the members and volunteers of the Foundation, the community of Oklahoma City and the larger community of the nation and the world;
- (b) provide educational experiences in nature, horticulture, the environment, ecosystems and diverse species of flora and fauna;
- (c) support and maintain the Gardens as a public park and a place for people to gather and relax in a natural setting;
- (d) plan and implement events and meetings in the Gardens; and
- (e) generally bring recognition internationally to the Gardens for its exceptional beauty and diversity and promote the highest possible standards.

Section 2. Number, Election and Term of Office. The board of directors of the Foundation as it exists at the time of the adoption of the Fourth Amended and Restated Bylaws, upon such adoption, shall be converted into the Community Board with the same members as before such adoption. The Community Board shall be composed of no fewer than three (3) nor more than forty-two (42) directors ("Community Directors"). The term of office of all Community Directors shall be three (3) years, with selection staggered so that one third (1/3) of the Community Directors (or as near thereto as possible) are selected at each annual meeting of the Community Directors. Community Directors shall hold office until their death, resignation or removal and until their respective successors are elected. Six (6) Community

Directors shall be appointed to the Community Board by the Mayor of the City of Oklahoma City. All other Community Directors shall be elected by a plurality of votes by the Community Directors at the annual meeting of Community Directors or as vacancies occur.

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

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

A vacancy or vacancies in the Community Board shall be deemed to exist in case of the death, resignation or removal of any Community Director, or if the authorized number of Community Directors be increased, or if the Community Board shall fail, for any reason, to elect the maximum authorized number of Community Directors.

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

Section 5. Resignations. The failure of a Community Director to comply with the meeting attendance requirements established by the Community Board from time to time, unless waived by the Community Board, shall constitute a resignation from the Community Board. Any Community Director may resign at any time by giving written notice of his or her resignation to the Community Board or an officer of the Community Board. 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 Community Board accepts the resignation of a Community 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 Community Director may be removed from office with or without cause by vote of a majority of the Community Directors at any annual or special meeting of Community Directors. In case any one or more Community Directors be so removed, new Community Directors may be elected at the same meeting of Community Directors.

Section 7. When Community Board May Declare Vacancies. The Community Board shall declare vacant the office of a Community 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 Community Board.

Section 8. Place of Meeting. Regular meetings of the Community Board 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 Community Board or by written consent of all members of the Community Board. In the absence of such designation, regular meetings shall be held at the principal office of the Foundation. Special meetings of the Community Board may be held either at a place so designated or at the principal office.

Section 9. Regular Meetings. A regular annual meeting of the Community Board for the purpose of election of Community Directors and officers of the Community Board and the transaction of any other business coming before such meeting shall be held each year during the month of June, unless otherwise determined by the Community Board, on such date and at such place as the Community Board shall specify. Notice shall be given in the same manner as with Special Meetings. If a quorum shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the Community Directors present. Other regular meetings of the Community Board may be held without notice at such time as shall from time to time be determined by the Community Board, but not less often than monthly, except no regular meeting shall be held in the month of July.

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

Section 11. Meetings by Telecommunications. The Community Board or any committee of the Community Board may hold meetings by means of conference telephone, teleconference, or other means of telecommunications that enable all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section 12. Notice of Special Meeting. Written notice of the time, place and the purposes of all special meetings shall be delivered to each Community Director or sent to each Community Director by mail or by other form of written communication, charges prepaid, or by electronic communication, 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 Community Directors are regularly held. In case such notice is mailed, it shall be deposited in the United States Mail 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 or electronically communicated as above provided, it shall be so delivered or communicated electronically at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, delivery or electronic communication as above provided shall be due, legal and personal notice to such Community Director.

Section 13. Waiver of Notice. Any actions taken or approved at any meeting of the Community Board, 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 Community 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 Community 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 14. Quorum. At all regular or special meetings of the Community Board, for which any required notice has been given, twenty-five (25) percent of the Community Directors shall constitute a quorum for the transaction of business at such meeting. The acts of a majority of the Community Directors present at a meeting at which a quorum is present shall be the acts of the Community Board, 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 15. Adjournment. A quorum of the Community Directors may adjourn any Community Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Community Directors present at any Community 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 Community Directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 16. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Community Directors if the time and place be fixed at the meeting adjourned.

Section 17. Fees and Compensation. Community Directors and members of committees of the Community Board may not receive compensation for their services, but may receive such reimbursement for expenses, as may be fixed or determined by resolution of the Community Board.

Section 18. Action Without Meeting. Any action required or permitted to be taken may be taken without a meeting if all of the members of the Community 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 a unanimous vote and shall be filed with the Secretary of the Foundation and made a part of the corporate records.

Section 19. Committees. The President, with the advice and consent of the Community Board, shall appoint the members and chairs of the standing committees of the Community Board, and such ad hoc or special committees as the Community Board may from time to time create, except for the Nominating Committee, whose members shall be selected as

set forth below. The chairpersons and members of the standing committees shall serve one year terms. The members of all committees, except the Executive Committee, may be Community Directors, members, or persons who are neither Community Directors or members. Members of the Community Board Executive Committee shall be the President and such other Community Directors as the President shall designate. 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 Community Board. The standing committees of the Community Board shall be as follows:

- (a) Community Board Executive Committee
- (b) Annual Campaign/Fundraising
- (c) Design and Exhibits
- (d) Education/Advocacy (Docents)
- (e) Events
- (f) Horticulture
- (g) Membership
- (h) Nominating (elected annually by the Community Board at its annual meeting).

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the Foundation shall be an Executive Director, President, Executive Vice President - Finance, Executive Vice President - Development, Vice Presidents (chairpersons of the standing committees), Executive Secretary, Secretary, Treasurer, President Elect, and Immediate Past President. In the discretion of the Executive Director, the offices of Secretary and Treasurer may be held by the same person. The Foundation may also have, at the discretion of the Executive Board, one or more additional Vice Presidents, 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 President and Secretary.

Section 2. Election. Except as otherwise provided in this Section 2, at the annual meeting of the Executive Board in each odd numbered year, the Executive Board shall elect a President Elect to serve as President Elect for one year. The President Elect shall be installed as President at the next annual meeting following his or her election as President Elect. If the President Elect is unwilling or unable to serve as President, the Executive Board shall elect a President at the annual meeting at which the President Elect otherwise would have become

President. The President shall serve a two year term. At the end of each President's two year term, he or she shall serve as Immediate Past President for a term of two years. The terms of office of the Executive Director and the Executive Vice Presidents shall be set by the Executive Board at the time of such officers' elections. The persons selected to chair the standing committees [in accordance with Article IV, Section 18] of the Executive Board and of the Executive Board shall be Vice Presidents of the Foundation and shall serve one year terms. The Executive Secretary of the Foundation shall be the Director of the Department of Parks and Recreation of the City of Oklahoma City. Other officers of the Foundation, except 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 Executive Board. Each officer 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. Notwithstanding anything herein to the contrary, the Executive Board by resolution may extend the term of office beyond the term specified herein for any officer for any reason deemed sufficient by the Executive Board and similarly defer to a later date the election of such officer's successor.

Section 3. Subordinate Officers. The Executive Board may appoint, and may empower the President 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 Executive Board may from time to time determine.

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

Any officer may resign at any time by giving written notice to the Executive Board, or to the President, 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. Executive Director. The Executive Director shall be the Chief Executive Officer of the Foundation and shall exercise and perform such powers and duties as may be assigned to him or her by the Executive Board or the Executive Committee 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 preside at all meetings of the Executive Board and of the Executive Committee of the Executive Board.

(b) 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 shall have presided.

(c) He or she shall execute bonds, mortgages, leases and other contracts, except where the signing and execution thereof shall be expressly delegated by the Executive Board or these Bylaws to some other officer or agent of the Foundation.

(d) He or she shall submit a complete report to the Executive Board of the operations of the Foundation's affairs as existing at the close of each year and shall report to the Executive Board 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 Executive Board.

(e) He or she shall oversee the activities of the Executive Committee, Budget and Finance Committee, Capital Development Committee and Annual Campaign/Fundraising Committee.

(f) He or she shall have such usual powers and duties of supervision and management as may pertain to the office of the Executive Director and Chief Executive Officer and shall have such other powers and duties as may be prescribed by the Executive Board, the Executive Committee or these Bylaws.

Section 7. President. The President shall preside at all meetings of the members and of the Community Board of the Foundation and shall generally oversee the activities of the standing committees of the Community Board. The President shall generally direct and manage the affairs of the Community Board. The President shall serve as a Director on the Executive Board. In the absence or incapacity of the Executive Director, the President shall exercise the power and authority of the Executive Director.

Section 8. Executive Vice President - Finance. The Executive Vice President - Finance shall serve as the Chief Financial Officer of the Foundation and shall direct and manage the financial affairs of the Foundation under the direction and supervision of the Executive Director. The Executive Vice President - Finance shall chair and determine the meeting schedule of the Budget and Finance Committee and direct the affairs of such Committee, including the preparation of the annual budget of the Foundation. The Executive Vice President - Finance shall have such other powers and perform such other duties as may be prescribed by the Executive Board or these Bylaws.

Section 9. Executive Vice President - Development. The Executive Vice President - Development shall direct and manage the financing of capital improvements to the Gardens and the annual and periodic fund raising activities of the Foundation under the direction and supervision of the Executive Director. The Executive Vice President - Development shall chair and determine the meeting schedule of the Capital Development Committee and the

Annual Campaign/Fundraising Committee and direct the affairs of such Committees. The Executive Vice President - Development shall have such other powers and perform such other duties as may be prescribed by the Executive Board or these Bylaws.

Section 10. Vice Presidents. The Executive Board shall elect such Vice Presidents of the Foundation as the Executive Board shall deem appropriate. Such Vice Presidents shall have such powers and perform such duties as may be prescribed by the Executive Board.

Section 11. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Foundation or such other place as the Executive Board 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 Executive Board 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 Executive Director, President or Executive Vice President, all contracts, deeds, licenses and other instruments when so ordered. He or she shall make such reports to the Executive Board 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 Executive Board 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 Executive Board. 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 Executive Board and shall specifically have the authority to give notice of any and all meetings of the members and of the Executive Board.

Section 12. 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 Executive Board. He or she shall invest and disburse the funds of the Foundation as may be ordered by the Executive Board, shall render to the President 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 Executive Board 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 Executive Board may determine and shall specifically have the authority to deposit, invest and disburse the funds of the Foundation.

Section 13. 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 Executive Board and of the Executive Committee and shall serve as the liaison between the City staff and the Executive Board. The Executive Secretary shall have such other privileges and duties as the President or the Executive Board shall direct.

Section 14. President Elect. The President Elect shall serve as a member of the Community Board Executive Committee and shall have such other duties as the President or Executive Board shall direct.

Section 15. Immediate Past President. The Immediate Past President shall serve as a member of the Community Board Executive Committee and shall have such other duties as the President or Executive Board shall direct.

Section 16. Delegation of Duties. In case of the absence or disability of any officer of the Foundation or for any other reason that the Executive Board may deem sufficient, the Executive Board may 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 Executive Director and, in his or her absence or incapacity, the President, shall have the authority to enter into any contract or to execute and deliver in the name and on behalf of the Foundation any contract or other instrument. In addition, the Executive Board may authorize any officer or officers, agent or agents, to execute documents on behalf of the Foundation 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.

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 Executive Board 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 Executive Board. The Executive 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 Executive 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 Executive Board, 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 Executive Director and such officer is hereby authorized to execute and deliver in the name and on behalf of the Foundation notes or other evidences of indebtedness 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 as and to the extent authorized by the Executive Board.

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 Executive Board, 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 Executive Director.

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 or by the Executive Board at any regular or special meeting of the Executive Board if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting.

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, Community 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, Community 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, Community 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, Community 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 Executive Board 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, Community 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, Community 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:

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

That the foregoing Bylaws comprising twenty (20) pages constitute the Bylaws of said Foundation as duly adopted by the Consent of the Board of Directors effective December 31, 1986, as amended and restated effective as of December 7, 2000, May 1, 2003, June 9, 2011 and September 1, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Foundation this 1st day of September, 2011.

Lynn Robberson
Lynn Robberson, Secretary

[SEAL]