

CERTIFICATE OF CORPORATION SECRETARY

I, Ryan Doolin, as Secretary of Chamber Music Tulsa, Inc., a nonprofit corporation organized and existing under the laws of the state of Oklahoma ("Corporation"), do hereby certify that the resolution attached hereto as **EXHIBIT A** is a true and correct copy of a resolution duly adopted at a meeting the Board of Directors of the Corporation convened and held on January 22, 2019, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout, and that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand effective March 26, 2019.



Ryan Doolin, Secretary

I, Claire Farr, the duly elected President of the Corporation do hereby certify that Ryan Doolin is the duly elected or appointed Secretary of the Corporation and the signature on the foregoing certificate is his genuine signature.

IN WITNESS WHEREOF, I have hereunto set my hand effective March 26, 2019.

Chamber Music Tulsa, Inc.,
an Oklahoma nonprofit corporation



Claire Farr, President

EXHIBIT A

**RESOLUTION OF THE BOARD OF DIRECTORS OF
CHAMBER MUSIC TULSA, INC.**

RESOLVED: That the directors agree that it is in the best interest of the Corporation and advisable that the articles of incorporation of the Corporation be amended and restated as set forth in the form of Amended and Restated Certificate of Incorporation (“Amendment”) attached hereto, and hereby approve the Amendment.

RESOLVED FURTHER: That the proposed Amendment be submitted to the voting members of the Corporation for their consideration and approval, in accordance with the Oklahoma Business Corporations Act.

RESOLVED FURTHER: That in connection with the language of the Resolution and as required by Title 18, Sections 1077 and 1080 of the Oklahoma Statutes, the Secretary is hereby directed to notify the voting members of the Corporation of a special meeting of the members called for the purpose of considering by vote the approval or rejection of the proposed Amendment, and that such written notice shall be given not less than fourteen (14) days before such meeting, and which notice sets forth the proposed Amendment, declares its advisability by the Board of Directors by the adoption of this Resolution and gives the date, time and place of meeting.

RESOLVED FURTHER: That, upon approval of the proposed Amendment by the voting members of the Corporation, the Corporation’s President and Secretary are hereby authorized, empowered and directed to execute and file the Amendment with the office of the Oklahoma Secretary of State and take all measures necessary to complete such action.

RESOLVED FURTHER: That this Resolution may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall together constitute one and the same consent, binding all of the directors and members who are signatories to it.