

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
CHAMBER MUSIC TULSA, INC.**

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned Oklahoma nonprofit corporation, for the purpose of adopting an amended and restated certificate of incorporation, as provided by Section 1080 of the Oklahoma General Corporation Act (“Act”), hereby certifies as follows:

1. The certificate of incorporation of the corporation was originally filed with the Oklahoma Secretary of State on November 10, 1956, amended October 24, 1966 and September 25, 2001, amended and restated September 3, 2002.

2. The amendments to the certificate of incorporation effected by this certificate restate provisions relating to the regulation of the internal affairs of the corporation.

3. Such amended and restated certificate of incorporation was duly adopted in accordance with the provisions of the Act after being proposed by the governing body of the corporation and was approved by the members of the corporation in the manner and by the vote prescribed in the Act, and restates, integrates and further amends the certificate of incorporation.

4. The certificate of incorporation of the corporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be: **Chamber Music Tulsa, Inc.**

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the corporation’s registered agent in the state of Oklahoma is 1437 S. Boulder Ave, Suite 1050, Tulsa, OK 74119. The name of the registered agent at such address is Philip S. Haney. The e-mail address of the primary contact for the registered business is phil@ecocounsel.com

**ARTICLE III
DURATION**

The duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE IV **CORPORATE PURPOSES**

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or the corresponding provision of any future United States internal revenue law. Such purposes shall include but not limited to the following:

- (a) To cultivate, promote, foster, sponsor and encourage a popular public education, understanding, appreciation, taste and love of music and its allied arts by presentation of formal and informal concerts of Chamber Music and other programs.
- (b) To produce, exhibit and exploit entertainment pertaining to and incidental to music, as well as artistic, musical and intellectual attractions of any kind and character that may afford appreciation, enlightenment, entertainment or education in the art of music.
- (c) To inaugurate, promote and present an artists’ series featuring local or visiting artists in solo or ensemble programs.
- (d) To apply receipts from ticket sales and subscriptions, after expenses, to such artistic and educational promotion as the board of directors may prescribe and direct.
- (e) To own, lease, operate and maintain any workshop or concert halls necessary to carry on the work of the corporation.
- (f) To perform any and all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

ARTICLE V **POWERS**

The corporation shall have, but not be limited to, all the powers conferred upon nonprofit corporations as set forth in the Act, as amended from time to time, which are hereby incorporated herein by this reference. However, notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI **PROHIBITED ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be

authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office. The corporation shall not operate for the purpose of carrying on a trade or business for profit; accumulate income, invest income, or divert income, in a manner endangering its exempt status; or except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE VII **CORPORATE NATURE**

The corporation does not have authority to issue capital stock. The corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE VIII **MANAGEMENT**

The powers and business affairs of the corporation shall be exercised and managed by or under the authority of the corporation's board of directors. The number of directors of the corporation shall be as provided for in the corporation's bylaws.

ARTICLE IX **MEMBERS**

The corporation shall not have members and is governed exclusively by or under the authority of its board of directors.

ARTICLE X **LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the state of Oklahoma.

ARTICLE XI **DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the

Code, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by an Oklahoma court with proper jurisdiction, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
AMENDMENTS

Amendments to the certificate of incorporation may be adopted in the manner set forth in the bylaws of the corporation.

IN WITNESS WHEREOF, this amended and restated certificate of incorporation has been executed by the undersigned officers this ____ day of June, 2019.

Claire Farr, President

Ryan Doolin, Secretary