

ARTICLES OF INCORPORATION

SMART GROWTH TULSA, INCORPORATED

ARTICLE I – NAME

1.01 Name. The name of this corporation shall be **SMART GROWTH TULSA, INCORPORATED**. The business of the corporation shall be conducted only as **SMART GROWTH TULSA, INCORPORATED** or **SMART GROWTH TULSA**.

ARTICLE II – DURATION

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III – PURPOSE

3.01 Purpose. **SMART GROWTH TULSA** is a non-profit corporation and shall operate as a civic organization not organized for profit but operated for the promotion of social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code (the Code), or the corresponding section of any future Federal tax code. **SMART GROWTH TULSA'S** purpose is to advocate and shape smart public policy, and to engage in any other lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma.

To maximize its impact on community efforts, it may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Code that are operated exclusively for educational and charitable purposes and the 501(c)(4) section of the Code that are operated for social welfare purposes. At times, per the discretion of the board of trustees, it may provide internships or volunteer opportunities for involvement in said activities and programs in order for its purpose to have greater impact.

3.02 Public Benefit. **SMART GROWTH TULSA** is designated as a public benefit corporation.

ARTICLE IV – NON-PROFIT NATURE

4.01 Non-profit Nature

SMART GROWTH TULSA is organized for social welfare purposes including such purposes as the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3) and 501(c)(4) of the Code, or corresponding section of any future Federal tax code. No part of the net earnings of **SMART GROWTH TULSA** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

SMART GROWTH TULSA is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its social welfare purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **SMART GROWTH TULSA** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of **SMART GROWTH TULSA** any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable, educational and social welfare purposes which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of **SMART GROWTH TULSA** hereunder shall be selected by the discretion of a majority of the managing body of **SMART GROWTH TULSA** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against **SMART GROWTH TULSA** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the City of Tulsa, Oklahoma.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the City of Tulsa, Oklahoma to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

4.04 Permitted Activities

The corporation's activities may include endorsement of or opposition to any candidate for public office, including the publishing or distribution of statements, in primary, runoff and general and/or special elections, except any and all elections for federal office and any and all elections for statewide office, but specifically excluding candidates for the Oklahoma State Senate and the Oklahoma State House of Representatives, but only after having first received concurrence for such activity by a vote of two-thirds of the total number of members of the board of trustees as such total is set in the corporation's bylaws.

The corporation's activities may include participation in, or intervention in, including the publishing or distribution of statements, in any public campaign on behalf of or in opposition to any proposition offered by an organized unit of government only after having first received concurrence for such activity by a vote of majority of the total number of members of the board of trustees as such total is set in the corporation's bylaws.

The corporation may engage in such other activities permitted to be carried on by a corporation exempt from federal income tax as an organization described by Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation's activities shall not include: 1) influencing or attempting to influence, nor any other participation, the election of the Presidential or Vice Presidential electors, whether or not such individual or electors are selected, nominated, elected, or appointed; 2) influencing or attempting to influence, nor any other participation, the election of any individual to any federal office, whether or not such individual is selected, nominated, elected, or appointed; or 3) influencing or attempting to influence, nor any other participation, the election of any individual to any Oklahoma state office, but specifically excluding candidates for the Oklahoma State Senate and the Oklahoma State House of Representatives, whether or not such individual is selected, nominated, elected, or appointed.

The corporation is prohibited from making contributions, whether cash and in-kind, to any candidate for any office or any committee, club, organization, or corporation supporting or opposing any candidate.

The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described by Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V – BOARD OF TRUSTEES

5.01 Governance. **SMART GROWTH TULSA** shall be governed by its board of trustees.

5.02 Initial Trustees. The initial trustees of the corporation shall be:

Bill Leighty
Jamie Jamieson
Terry Young

ARTICLE VI – MEMBERSHIP

6.01 Membership. SMART GROWTH TULSA may have such members and affiliate members as may be established in the corporation's bylaws.

The management of the affairs of SMART GROWTH TULSA shall be vested in a board of trustees, as defined in the corporation's bylaws.

ARTICLE VII – AMENDMENTS

7.01 Amendments. Any amendment to the Articles of Incorporation may be adopted by approval of a two-thirds vote of the total number of members of the board of trustees.

ARTICLE VIII – ADDRESSES OF THE CORPORATION

8.01 Corporate Address. The physical address of the corporation is:

Smart Growth Tulsa
410 W. 7th St., #1925
Tulsa, OK 74119

The mailing address of the corporation is:

Smart Growth Tulsa
410 W. 7th St., #1925
Tulsa, OK 74119

ARTICLE IX – APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent. The registered agent of the corporation shall be:

Kenneth L. Brune
9 E. 4th St., Suite 900
Tulsa, OK 74103

ARTICLE X – INCORPORATORS

10.01 Incorporators. The incorporators of the corporation are as follow:

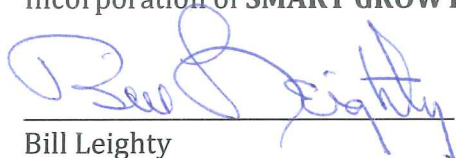
Bill Leighty
410 W. 7th St., #1925
Tulsa, OK 74119

Jamie Jamieson
754 S. Norfolk Ave.
Tulsa, OK 74120

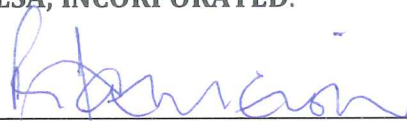
Terry Young
5311 S. Zunis Pl.
Tulsa, OK 74105

**CERTIFICATE OF ADOPTION OF
ARTICLES OF INCORPORATION**

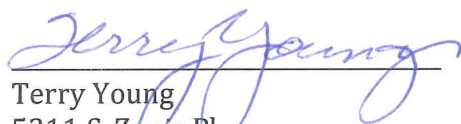
We, the undersigned incorporators and trustees, do hereby certify that the above stated Articles of Incorporation of **SMART GROWTH TULSA, INCORPORATED** were approved by the board of trustees on Friday, January 15, 2016 and constitute a complete copy of the Articles of Incorporation of **SMART GROWTH TULSA, INCORPORATED**.



Bill Leighty
410 W. 7th St., #1925
Tulsa, OK 74119



Jamie Jamieson
754 S. Norfolk Ave.
Tulsa, OK 74120




Terry Young
5311 S. Zuni Pl.
Tulsa, OK 74105

STATE OF OKLAHOMA)
) ss
COUNTY OF TULSA)

Before me, Nancy A. Pascoe, a Notary Public in and for Tulsa County, on this 15th day of January, 2016, personally appeared Bill Leighty, Jamie Jamieson, and Terry Young for Smart Growth Tulsa, Incorporated to me known as the identical persons who executed the within and foregoing instrument as its Trustees and as the free and voluntary act and deed of such corporation for the uses and purposes therein set forth.

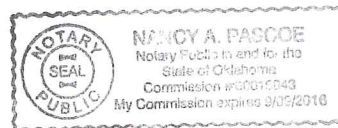
Given under my hand and notarial seal on the day and year written above.



Notary Public


My Notary Registration No: 00015043

My Commission Expires: 9/09/2016



**ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED
AGENT**

I, Kenneth L. Brune, agree to be the registered agent for **SMART GROWTH
TULSA, INCORPORATED** as appointed herein.



Kenneth L. Brune
Registered Agent

Date: January 15, 2016