

**AMENDED CERTIFICATE OF INCORPORATION  
OF  
ALL SOULS UNITARIAN CHURCH**

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned Oklahoma nonprofit corporation, for the purpose of adopting an amended certificate of incorporation, as provided by §18-1077 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 21, 1929 and amended May 23, 1939.
2. The amendments to the certificate of incorporation effected by this certificate amend provisions relating to the regulation of the internal affairs of the corporation.
3. Such amended 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 amends the certificate of incorporation.

**Paragraph 2 of the certificate of incorporation of the corporation is hereby amended to read as follows:**

2. The corporation is organized and operated exclusively for religious, 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.

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.

No part of the net earnings of the corporation 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 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.

Upon the dissolution of the corporation, the board of trustees 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 religious, 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 trustees 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.

**Paragraph 5 of the certificate of incorporation of the corporation is hereby amended to read as follows:**

5. The business and affairs of the corporation shall be administered, managed and controlled by or under the authority of the corporation's board of trustees. The number of trustees of the corporation shall be as provided for in the bylaws.

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**IN WITNESS WHEREOF**, this amended certificate of incorporation has been executed by the undersigned officers of All Souls Unitarian Church this 10th day of December, 2023.

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Eileen Kenney, President

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Deanna Tirrell, Secretary