## Certificate of Incorporation

## of

## [name]

This Certificate of Incorporation dated [month/day/year], has been duly executed and is filed as an agreement with the Secretary of State of the State of Oklahoma for the formation and maintenance of a corporation under the Oklahoma General Corporation Act (the “*Act*”).

Section 1. *Name*. The name of the corporation (“*Corporation*”) is:

[Name]

Section 2. *Registered Office and Agent*. The address of the registered office of the Corporation in the State of Oklahoma is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The name of its registered agent at such address is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Section 3. *Purposes*.  The purposes of the Corporation are:

(a) To [describe]; and

(b) To engage in, promote, conduct, and carry on any lawful acts or activities for which corporations may be organized under the Act.

[*Option 1*: Section 4. *Authorized Capital Stock*.  The Corporation shall have authority to issue up to [5,000,000] shares of common stock, having a par value of $[.01] per share (the “*Common Stock*”). Except as may be otherwise required by law or by this Certificate of Incorporation, each holder of Common Stock shall have one vote for each share held on all matters voted upon by the shareholders.]

[*Option 2*: Section 4. *Authorized Capital Stock*.

4.1. *Authorized Shares*. The Corporation shall have authority to issue up to [5,000,000] shares, of which [3,000,000] shares, having a par value of $[.01] per share, shall be a class designated as “*Common Stock*”, and [2,000,000] shares, having a par value of $[.01] per share, shall be a class designated as “*Preferred Stock*”. The holders of a majority of the stock entitled to vote may increase or decrease the number of authorized shares of Preferred Stock without a separate vote of holders of Preferred Stock as a class.

4.2. *Preferred Stock*. The Corporation may issue Preferred Stock from time to time in one or more series, without further shareholder approval. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon each series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The rights, privileges, preferences and restrictions of any such additional series may be subordinated to, pari passu with (including provisions with respect to dividends, liquidation and acquisition preferences, redemption, conversion, approval of matters by vote or combination of the foregoing), or senior to the rights, preferences, privileges or restrictions of any present or future class or series of Preferred Stock or Common Stock. The Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had before the adoption of the resolution originally fixing the number of shares of such series.

4.3. *Common Stock*. The Corporation may issue Common Stock from time to time in one or more series, without further shareholder approval. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon each series of Common Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The rights, privileges, preferences and restrictions of any such additional series may be subordinated to, pari passu with (including provisions with respect to dividends, liquidation and acquisition preferences, redemption, conversion, approval of matters by vote or combination of the foregoing), or senior to any of those of any present or future class or series of Common Stock; provided that at least one series of Common Stock shall entitle its holders to one vote for each share held on all matters voted upon by the shareholders and shall not be subject to redemption. The Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had before the adoption of the resolution originally fixing the number of shares of such series.

Unless otherwise designated by the Board of Directors, the Common Stock shall have no preferences as to dividends or liquidation, shall not be subject to redemption, and shall entitle its holders to one vote for each share held on all matters voted upon by the shareholders.

Section 5. *Incorporator*.  The name and mailing address of the sole incorporator are \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Section 6. *Board of Directors; Management of the Corporation*.

[6.1. *Classified Board*. The Directors of the Corporation, subject to the rights of the holders of shares of any class or series of Preferred Stock, shall be classified with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as shall be provided in the Bylaws of the Corporation, one class (“*Class I*”) whose initial term expires at the [\_\_\_\_\_] annual meeting of shareholders, another class (“*Class II*”) whose initial term expires at the [\_\_\_\_\_] annual meeting of shareholders, and another class (“*Class III*”) whose initial term expires at the [\_\_\_\_\_] annual meeting of shareholders, with each class to hold office until its successors are elected and qualified. At each annual meeting of shareholders of the Corporation, the date of which will be fixed pursuant to the Bylaws of the Corporation, and subject to the rights of the holders of shares of any class or series of Preferred Stock, the successors of the class of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.]

6.2. *Director Discretion*. In determining what he or she reasonably believes to be in the best interests of the Corporation in the performance of his or her duties as a director, a Director may consider, to the extent permitted by law, both in the consideration of tender and exchange offers, mergers, consolidations and sales of all or substantially all of the Corporation’s assets and otherwise, such factors as the Board of Directors determines to be relevant, including without limitation:

(a) The long-term and short-term interests of the Corporation and its shareholders, including the possibility that the interests may be best served by the continued independence of the Corporation;

(b) Whether the proposed transaction might violate state or federal laws;

(c) If applicable, not only the consideration being offered in a proposed transaction, in relation to the then current market price for the outstanding capital stock of the Corporation over a period of years, the estimated price that might be achieved in a negotiated sale of the Corporation as a whole or in part through orderly liquidation, the premiums over market price for the securities of other corporations in similar transactions, current political, economic and other factors bearing on securities prices and the Corporation’s financial condition and future prospects; and

(d) The interests of the Corporation’s employees, suppliers, creditors and customers, the economy of the state, region and nation, and community and societal considerations.

In connection with any such evaluation, the Board of Directors is authorized to conduct such investigations and to engage in such legal proceedings as the Board of Directors may determine.

6.3. *Management of Business*. The following provisions are included for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its Directors and shareholders:

(a) Subject to the rights of any holders of any series of Preferred Stock, if any, to elect additional Directors under specified circumstances, the holders of a majority of the combined voting power of the then outstanding stock of the Corporation entitled to vote generally in the election of Directors may remove any Director or the entire Board of Directors, [with or without cause] [but only for cause].

(b) Vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause and newly created Directorships resulting from any increase in the authorized number of Directors shall be filled in the manner provided in the Bylaws of the Corporation.

(c) The election of Directors may be conducted in any manner approved by the Board of Directors at the time when the election is held and need not be by written ballot.

(d) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the Bylaws) shall be vested in and exercised by the Board of Directors.

(e) The Board of Directors shall have the [exclusive] power without the assent or vote of the shareholders to adopt, amend, alter or repeal the Bylaws of the Corporation. [In addition to any requirements of law and any other provision of this Certificate of Incorporation, upon the recommendation of the Board of Directors, the shareholders of the Corporation may adopt, amend, alter or repeal any provision of the Bylaws upon the affirmative vote of the holders of three-fourths (¾) or more of the combined voting power of the then outstanding stock of the Corporation entitled to vote generally in the election of Directors.]

6.4. *Limitation of Director Liability*.  No director shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director’s duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 1053 of the Act or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring before such amendment.

Section 7. *Reservation of Right to Amend*.  The Corporation reserves the rights to amend, alter, change, or repeal any provisions of this Certificate of Incorporation, in the manner now or later prescribed by statute. All rights, powers, privileges, and discretionary authority granted or conferred upon shareholders or directors are granted subject to this reservation.

Executed the date first above written.

By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_], Incorporator