

OKLAHOMA SECRETARY OF STATE



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**ARTICLES OF INCORPORATION  
OF  
JENKS AMERICA MUSEUM and  
HISTORICAL SOCIETY CORPORATION**

ify that the undersigned, being 18 years of age or older, hereby forms a nonstock corporation, subject to the requirements of the general laws of the State of Oklahoma, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

1. The name of the Corporation is: JENKS AMERICA MUSEUM AND HISTORICAL SOCIETY CORPORATION.

2. The principal office of the Corporation shall be located at 132 West 120th Place South, Jenks, Oklahoma, e-mail: cathey.capozziello@gmail.com. Its registered agent is Tadd J.P. Bogan, Jones, Gotcher & Bogan, P.C., 3800 First Place Tower, 15 East Fifth Street, Tulsa, Oklahoma 74103-4309. Said resident agent is a resident of Oklahoma.

3. The Corporation is organized as a nonprofit nonstock corporation.

4. The duration of the Corporation shall be perpetual.

5. The purposes for which the Corporation is formed are:

(a) The Corporation aims to research, collect and preserve the Jenks community with its primary goal dedicated to researching, preserving, protecting and educating the public on the rich history of Jenks, Oklahoma from its early days as a railroad weigh station and small farming community on the Arkansas River. The Corporation's museum will serve as the epicenter of the Corporation to share and exhibit publications, Native American artifacts, antiques, art and other historically significant items to strengthen community bonds and educate the public on the achievements and history of the Jenks, Oklahoma community.

(b) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the

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property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the statutes of the State of Oklahoma for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons and the Corporation does not afford pecuniary gains, incidental or otherwise, to its members, 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(d) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article 5 are the following: provide a platform for research, education, display, and public engagement; promote historical awareness and understanding; and contribute to a community that values its past while shaping its future.

6. The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than three (3); and the exact number shall be fixed by the bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

7. The following shall constitute the initial Director who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the name of the person who is to serve as the initial Director is as follows:

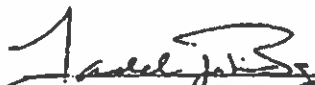
Tadd J.P. Bogan  
Jones, Gotcher & Bogan, P.C.  
3800 First Place Tower,  
15 East Fifth Street  
Tulsa, Oklahoma 74103-4309  
Email: tbogan@jgbok.com

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.


9. The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Oklahoma or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, and severally acknowledge the same to be our act.

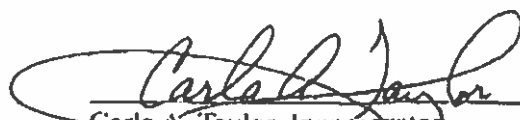
Date: September 26, 2024

  
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Tadd J.P. Bogan, Incorporator  
3800 First Place Tower  
15 East Fifth Street  
Tulsa, Oklahoma 74103-4309

Date: September 26, 2024

  
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Patrick O. Waddel, Incorporator  
3800 First Place Tower  
15 East Fifth Street  
Tulsa, Oklahoma 74103-4309

Date: September 26, 2024



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Carla A. Taylor, Incorporator  
3800 First Place Tower  
15 East Fifth Street  
Tulsa, Oklahoma 74103-4309