

Minutes of combined organizational meeting
of incorporators and Corporation executive committee
American Chemical Society-Oklahoma Section, Inc.
July 24, 2021

The incorporators of the American Chemical Society-Oklahoma Section, Inc., members of its initial executive committee and the members of its permanent executive committee met on July 24, 2021. The incorporators and initial members of the Corporation's executive committee identified in the certificate of incorporation filed July 12, 2021, were notified of this meeting by call issued on July 14, 2021. The following voting persons attended the meeting conducted by videoconference on July 24, 2021, at 11 am: Stephanie L. Jones, Jeanne L. Bolliger, Lloyd A. Bumm, Jason Wickham, Naga Rama Kothapalli, Allen Apblett, John Michael Ferguson, Charles V. Rice, Reza Latifi and Cheryl B. Frech. Jason Wickham arrived after agenda item 9 was considered. Nick Materer and Frank Blum attended but did not vote. Attorney Rebecca J. Patten attended but did not vote. Cheryl B. Frech did not vote on agenda items 1-5.

On July 10, 2021, acting at a duly called special meeting of the Association members, a majority of a quorum of the Oklahoma Section-American Chemical Society (the "**Association**"), approved the conversion of the Association to an Oklahoma not for profit corporation and authorized the members of the Association's governing board to submit appropriate documents to complete the conversion and the formation of the corporation.

The attached certificate of conversion by the Association and certificate of incorporation by the incorporators of American Chemical Society-Oklahoma Section, Inc. (the "**Corporation**") were submitted to the Oklahoma Secretary of State and the Secretary of State issued the attached certificate of incorporation on July 12, 2021.

Upon motions made, seconded and approved, the following actions were taken on the votes indicated:

1. Minutes of the 7-10-21 special meeting of the members of the Association attached to these minutes were approved. Vote 7 yes, 0 no, 1 abstention.
2. Minutes of the 7-10-21 special meeting of the executive committee of the Association attached to these minutes were approved. Vote 7 yes, 0 no, 1 abstention.
3. Proposed bylaws for the Corporation, in the form attached to these minutes, (the "Bylaws") were approved, noting that

membership in the Corporation is comprised of the current members of the Association and the executive committee of the Corporation is the governing board of the Corporation, and the Corporation's executive committee was authorized to enter into contracts and other such instruments as shall be necessary or expedient in the conduct of the business and affairs of the Corporation. Vote 8 yes, 0 no.

4. The following persons were elected as officers of the Corporation: Chair, Stephanie L. Jones; Chair-elect, Jeanne L. Bolliger; Secretary, Lloyd A. Bumm; and Treasurer, Jason Wickham. Vote 8 yes, 0 no.

5. The Chair's appointment of the following chairs of Corporation standing committees was approved: National Chemistry Week Chair, John Michael Ferguson; Awards Committee Chair, Charles V. Rice; Chemistry Olympiad Committee Chair, Reza Latifi; and Public Relations Committee Chair, Cheryl B. Frech; and the positions of Immediate past chair Naga Rama Kothapalli, Councilor Allen Apblett and Alternate Councilor John Michael Ferguson were affirmed; and the following composition of the Corporation's permanent governing board (the "**Executive Committee**") was recognized: Stephanie L. Jones, Jeanne L. Bolliger, Lloyd A. Bumm, Jason Wickham, Naga Rama Kothapalli, Allen Apblett, John Michael Ferguson, Charles V. Rice, Reza Latifi and Cheryl B. Frech. Vote 8 yes, 0 no.

After consideration of agenda item 15, upon motion by Lloyd A. Bumm, this action was amended to include approval of the Chair's appointment Allen Apblett as Nominations Committee Chair. Vote 10 yes, 0 no.

6. The Chair's appointment of Nick Materer as Chair of Web Committee/Webmaster was approved. Vote 9 yes, 0 no.

7. The assets of the Association were accepted by the Corporation. Vote 9 yes, 0 no.

8. The conversion of Association banking accounts and establishment of Corporation banking accounts to be administered by the Treasurer were authorized and the banking resolution attached to these minutes was approved. Vote 9 yes, 0 no.

9. The conversion of Association investment accounts and establishment of Corporation investment accounts to be administered by the Treasurer and the Councilor were authorized and the investment account resolution attached to these minutes was approved. Vote 9 yes, 0 no.

10. The Executive Committee directed that an application be made

to the IRS for an employer identification number for the Corporation. Vote 10 yes, 0 no.


11. The Corporation was authorized to form an Oklahoma limited liability company to organize and manage the 2023 ACS Southwest Region Convention. Vote 10 yes, 0 no.

12. The Executive Committee was authorized to submit articles of organization for formation of a limited liability company designating the appointed organizers of the convention, Frank Blum, Lloyd A. Bumm and Cheryl B. Frech, as the managers, with any one authorized to act, in the form attached to these minutes, and the Chair was authorized to sign the certificate/operating agreement for the limited liability company in the form attached to these minutes. Vote 10 yes, 0 no.

13. The Executive Committee was authorized to request that the American Chemical Society (the "ACS") approve the Corporation's Bylaws, recognize the Corporation as a local unit of the ACS, recognize the Corporation and the limited liability company, of which the Corporation will be the sole member, as a subordinate of the ACS under the IRS determination of a group exemption for ACS in order to confer on the Corporation and the limited liability company tax-exempt status under IRC 501(c)(3).

14. The Executive Committee was authorized to register the Corporation and the limited liability company as solicitors of charitable contributions.

15. The Executive Committee was authorized to take all actions and sign all documents necessary or desirable to complete these actions.


Lloyd A. Bumm, Secretary

corp\ACS-OK section\organ-minutes 7-24-21-final

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Not For Profit Certificate of Incorporation of

AMERICAN CHEMICAL SOCIETY-OKLAHOMA SECTION, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
12th day of July, 2021.*

Paula Blugian

Secretary of State

07/12/2021 02:06 PM

OKLAHOMA SECRETARY OF STATE



SOS



50217920002

Certificate of incorporation
(Oklahoma Not for Profit Corporation)

Secretary of State
., Suite 210
OK 73103

I hereby execute the following articles for the purpose of forming an Oklahoma not for profit corporation pursuant to the provisions of 18 O.S. 1006.

1. The name of the corporation is American Chemical Society-Oklahoma Section, Inc. (the "**Corporation**").
2. The Corporation is formed by the conversion of the Oklahoma Section of the American Chemical Society, an Oklahoma unincorporated association (the "**Section**").
3. The Corporation is not a benefit corporation under 18 O.S. 1202.
4. Jason Wickham shall be the registered agent for the service of process on the Corporation in the State of Oklahoma. The address for the registered agent is Department of Natural Sciences NWOSU, 709 Oklahoma Blvd, Alva, OK 73717.
5. The duration of the Corporation shall be perpetual.
6. The Corporation does not have authority to issue capital stock.
7. The Corporation is not for profit, and as such the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.
8. Subject to the limitations set forth in this certificate and the limitations application to not for profit corporations in the Oklahoma General Corporation Act, the Corporation is organized and will be operated exclusively for charitable, educational and scientific purposes within the meaning of 26 U.S.C. 501(c)(3), including, without limitation, the advancement of chemistry and the promotion of chemical research.
9. 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 to and empowered to pay reasonable compensation for services rendered and to make payments and

RECEIVED

JUL 12 2021

OKLAHOMA SECRETARY
OF STATE

distributions in furtherance of the Corporations tax-exempt purposes described in 26 U.S.C. 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "**Tax Law**"). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under the Tax Law or (b) by an organization, contributions to which are deductible under 26 U.S.C. 170(c)(2) or any corresponding provision of any future U.S. Internal Revenue Law. If, in any one year, the Corporation is determined to be a private foundation, then, in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the so-determined foundation to taxation under 26 U.S. C. 4942, and the foundation shall not engage in self-dealing (as defined in 26 U.S.C. 4941(d)) and the foundation shall not make any investments in such manner as to subject the foundation to tax under 26 U.S.C. 4944 and shall not make any taxable expenditures (s defined in 26 U.S.C. 4954).

10. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Association exclusively for charitable, educational, or scientific purposes as specifically set for in the bylaws, provided that such disposition shall be to an organization dedicated to the perpetuation of purposes similar to those of the American Chemical Society, or to the American Chemical Society, as the Corporation shall determine so long as the organization or organizations qualify as an exempt organization or organizations under the Tax Law. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations as said court shall determine are organized and operated expressly for such purposes.

11. The governing board of the Corporation shall be its Executive Committee. All ten members of the Section executive committee shall serve as the initial Executive Committee of the Corporation.

12. The names and mailing address of each person who will serve as an initial member of the Corporation's Executive Committee are:

12. The names and mailing address of each person who will serve as an initial member of the Corporation's Executive Committee are:

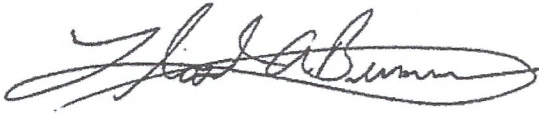
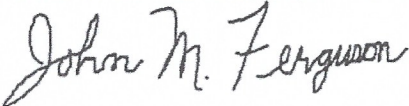

Name/position	Mailing Address
Stephanie L. Skiles/chair	University of Central Oklahoma Dept of Chemistry 100 N. University Dr. Edmond, OK 73034-5207
Jeanne L. Bolliger/chair-elect	Dept of Chemistry Oklahoma State University 107 Physical Science Stillwater, OK 74078-3070
Lloyd A. Bumm/ secretary	Homer L. Dodge Dept of Physics and Astronomy University of Oklahoma 440 W. Brooks Norman, OK 73019-2053
Jason Wickham/treasurer	Dept of Natural Sciences Northwestern Oklahoma State University 709 Oklahoma Boulevard Alva, OK 73717-2749
Naga Rama Kothapalli/immediate past chair	Dept of Chemistry and Biochemistry University of Oklahoma 101 Stephenson Pkwy Rm 2060 Norman, OK 73019-9704
Allen Apblett/councilor	Dept of Chemistry Oklahoma State University 107 Physical Sciences Stillwater, OK 74078-3070
John Michael Ferguson/alternate councilor and national chemistry week committee chair	University of Central Oklahoma Chemistry Dept 100 N. University Edmond, OK 73034-5207
Nicholas F. Materer/alternate councilor	Dept of Chemistry Oklahoma State Universtiy 107 Physical Science Stillwater, OK 74078-3070
Charles V. Rice/awards committee chair	Dept of Chemistry and Biochemistry University of Oklahoma 101 Stephenson Parkway Norman, OK 73019-9704
Reza Latifi/chemistry olympiad committee chair	Dept of Chemistry Oklahoma State University 107 Physical Science Stillwater, OK 74078-3070

13. The names and mailing addresses of the incorporators of the Corporation are:

Name	Mailing Address
Lloyd A. Bumm	Homer L. Dodge Dept of Physics and Astronomy University of Oklahoma 440 W. Brooks Norman, OK 73019-2053
John M. Ferguson	Department of Chemistry University of Central Oklahoma 100 N. University Dr., Box 88 Edmond, OK 73034
Stephanie L. Skiles Jones	University of Central Oklahoma Dept of Chemistry 100 N. University Dr. Edmond, OK 73034-5207

14. The email address of the registered agent and primary contact for the Corporation is jrwickham@nwsu.edu.

Signatures of incorporators:

Signature	Date signed
	July 10, 2021
	July 10, 2021
	July 10, 2021

corp\ACS-ok section\incorp cert

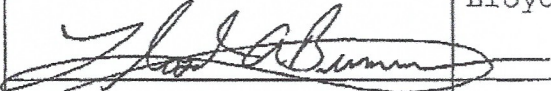
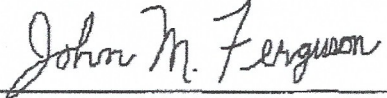
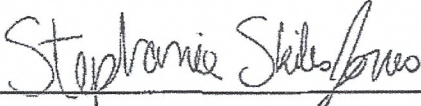

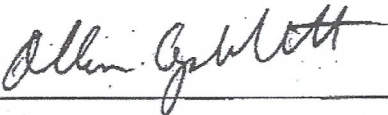
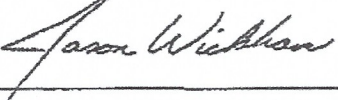
Certificate of Conversion
(Unincorporated Association to Not for Profit Corporation)

Oklahoma Secretary of State
421 NW 13th St., Suite 210
Oklahoma City, OK 73103

Pursuant to 18 O.S. 1090.4, I hereby execute the following articles for the purpose of converting The Oklahoma Section of the American Chemical Society (the "**Section**") to an Oklahoma not for profit corporation.

1. The Section was formed on May 14, 1919.
2. The Section was formed as an unincorporated association in the State of Oklahoma and has continuously operated as such since its formation.
3. Effective with the issuance of a certificate of incorporation by the Oklahoma Secretary of State, the Section shall be converted from an unincorporated association to the American Chemical Society-Oklahoma Section, Inc., an Oklahoma not for profit corporation (the "**Corporation**").
4. The certificate of incorporation for the Corporation submitted to the Oklahoma Secretary of State is attached hereto.
5. Effective with the conversion of the Section to the Corporation, all rights, privileges and powers of the Section and all property, real, personal and mixed, all debts due to the Section as well as all other things and causes of action belonging to the Section shall be vested in the Corporation. All rights of creditors and all liens upon any property of the Section and all debts, liabilities and duties of the Section shall remain attached to the Corporation.
6. The conversion of the Section to the Corporation was approved by the governing board of the Section on July 10, 2021.

Signed by the undersigned members of Section Executive Committee, the governing board of the Section:

Signature	Printed name	Date
	Lloyd A Bumm	July 10, 2021
	John M. Ferguson	July 10, 2021
	Stephanie L Skiles Jones	July 10, 2022
	Naga Rama Kothapalli	July 11, 2021
	Allen W. Apblett	July 11, 2021
	Jason R. Wickham	July 11, 2021

corp\ACS-ok section\conversion cert

Minutes of special meeting of members of
Oklahoma Section of the American Chemical Society
July 10, 2021

A special meeting of the members of the Oklahoma Section of the American Chemical Society (the "Section") was called by the Section's Executive Committee for the purpose of considering conversion of the Section to a not-for-profit corporation, creation of the not-for-profit corporation and requesting the American Chemical Society to recognize the corporation as a tax-exempt charitable organization under its IRC 501(c)(3) status. The Executive Committee's call was received by the Secretary and circulated to the members more than ten days before the meeting.

The following members were present, in person or electronically, at the meeting conducted on July 10, 2021:

<i>Allen W Apblett</i>	<i>Reza Latifi</i>
<i>Frank Dennis Blum</i>	<i>Nicholas F Materer</i>
<i>Lloyd A Bumm</i>	<i>Luis Daniel Montes</i>
<i>Michael Cobbs</i>	<i>Dallas Gregory New</i>
<i>John Michael Ferguson</i>	<i>Stephanie L Skiles (Jones)</i>
<i>Cheryl B Frech</i>	<i>Amanda Leigh Waters</i>
<i>Roger Frech</i>	<i>Jason R Wickham.</i>
<i>Naga Rama Kothapalli</i>	

Upon motion made by members, the members voted as indicated, to take the following actions:

1. Approve the conversion of the Section from an unincorporated association to a not-for-profit corporation (the "corporation")
Yes 15, No 0, Abstain 0.

2. Authorize the Executive Committee to submit appropriate documents to the Oklahoma Secretary of State to make the conversion and to create the corporation into which the Section will be converted
Yes 15, No 0, Abstain 0.

3. Authorize the Executive Committee to request the American Chemical Society (the "ACS") to designate the corporation as a local section of the ACS with the same territory as the current Oklahoma Section
Yes 15, No 0, Abstain 0.

4. Authorize the Executive Committee to request the ACS to extend its IRC 501c3 tax-exempt status to the corporation as a subordinate of the ACS
Yes 15, No 0, Abstain 0.

5. Authorize the Executive Committee to take all other action

and sign all documents that are necessary or desirable to complete the conversion of the Section into the corporation and to extend all relationships between ACS and the Section to the corporation.

Yes 15, No 0, Abstain 0.

A handwritten signature in cursive script, appearing to read "Lloyd A. Bumm", written over a horizontal line.

Lloyd A. Bumm, Secretary

Minutes of special meeting of Association Executive Committee
July 10, 2021

A special meeting of the Executive Committee of the Oklahoma Section of the American Chemical Society (the "**Section**") was called by the Chair of the Executive Committee. The following members of the Executive Committee were present, in person or electronically:

Allen W Apblett

Lloyd A Bumm

John Michael Ferguson

Naga Rama Kothapalli


Stephanie L Skiles (Jones)

Jason R Wickham.

Guests Frank Blum and Cheryl B. Frech, co-chairs of the 2023 SW Region meeting, and Rebecca J. Patten, attorney for the Section, also participated but did not vote.

Upon motions made and approved by a majority of the Executive Committee present, the Executive Committee took the following actions:

1. To approve the proposed certificate of conversion from the Oklahoma Section of the American Chemical Society (the "**Association**") to American Chemical Society-Oklahoma Section, Inc. (the "**Corporation**") and authorize a majority of the members of the Executive Committee to sign and submit the certificate of conversion;
2. To approve the proposed certificate of incorporation for the Corporation and authorize any three members of the Executive Committee to sign and submit the certificate of incorporation;
3. To authorize appropriate officers and members of the Executive Committee to sign all other documents required to complete conversion of the Association to the Corporation; and
4. To request the American Chemical Society to designate the Corporation, and an Oklahoma limited liability company to be formed by the Corporation, as subordinates of ACS under the IRS recognition of ACS as a tax-exempt organization under IRC 501(c)(3).


Lloyd A. Bumm, Secretary