

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT
CERTIFICATE OF INCORPORATION**

WHEREAS, the Not For Profit Certificate of Incorporation of

ROUTE 66 CRUISERS OF CLAREMORE, 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
26th day of May, 2015.*

Secretary of State



CERTIFICATE OF INCORPORATION

OF

ROUTE 66 CRUISERS OF CLAREMORE, INC.

TO: THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA

FIRST: We, the undersigned Incorporators:

<u>Name</u>	<u>Address</u>	<u>City/State/Zip</u>
Dwayne Caldwell	1011 N. Faulkner	Claremore, OK 74017
Richard Hodges	9977 Palm Tree Road	Claremore, OK 74019
Alex Hammack	104 S. Missouri, Suite 200	Claremore, OK 74017

being at least eighteen (18) years of age, hereby form a non-profit corporation under and by virtue of the Oklahoma General Corporation Act (the "Act").

SECOND: The name of the corporation (which is hereafter called the "Corporation") is **ROUTE 66 CRUISERS OF CLAREMORE, INC.**

THIRD: The principal purpose of the Corporation shall be to promote and foster charitable, benevolent, religious, educational, scientific, economic, and cultural interests. Without limiting the generality of the foregoing provisions, the Corporation may solicit, hold and manage gifts, grants, devises and bequests to carry out its charitable purposes.

To that end:

(a) The Corporation is organized exclusively for religious, educational or charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) 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 Foundation 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 THIRD hereof.

(c) 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

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not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The address of the registered office and the principal office for the transaction of the business of the Corporation is 104 S. Missouri, Suite 200, Claremore, Oklahoma, 74017. The name of its registered agent at such office is Alex Hammack. Said Registered Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the bylaws of the Corporation.

SIXTH: The number of Directors of the Corporation to be elected at the first meeting shall be not less than four (4), which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names and mailing addresses of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

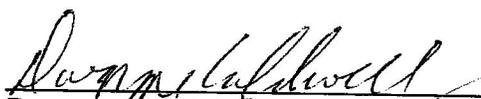
<u>Name</u>	<u>Address</u>	<u>City/State/Zip</u>
Dwayne Caldwell	1011 N. Faulkner	Claremore, OK 74017
Richard Hodges	9977 Palm Tree Rd.	Claremore, OK 74019
Maxine Watts	1409 W. Danny St.	Claremore, OK 74017
Barbara Kelsey	16697 E. 470 Rd.	Claremore, OK 74017

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to a nonprofit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

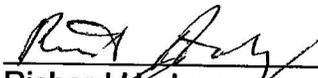
EIGHTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with this Certificate of Incorporation nor contrary to the laws of the State of Oklahoma or of the United States.

NINTH: References to "charitable organizations" or "charitable organization" mean corporation, corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended.

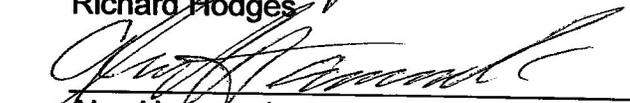
IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 13 day of May, 2015.



Dwayne Caldwell



Richard Hodges



Alex Hammack

**BYLAWS
OF
ROUTE 66 CRUISERS OF CLAREMORE, INC.
(An Oklahoma Non-Profit Corporation)**

Article I – Name

The name of the corporation (hereafter called the “Corporation”) is ROUTE 66 CRUISERS OF CLAREMORE, INC.

Article II – Purpose of the Corporation

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the Corporation shall not engage in any activity that is not allowed to an organization qualified under Section 501(c)(3) of said Code. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are as follows:

- a) To benefit local communities;
- b) To foster interest in classic, antique, special interest and modified motor vehicles;
- c) To disseminate information pertaining to car events to its members and the community, encourage attendance at such events and sponsor a local car show; and
- d) To raise funds for charitable purposes and charitable organizations in connection with the foregoing interests.

Article III – Nature of the Corporation

This Corporation does not have authority to issue capital stock. This Corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 below. 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 the publishing or distribution of statements) any political campaign or on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government, for a public purpose.

Article IV – Corporate Organization

The management of the affairs of the Corporation shall be vested in a Board of Directors. Actions of the Board of Directors may be taken without a meeting upon the unanimous written consent of the Board of Directors.

- A. The Board of Directors shall consist of the Officers of the Corporation.
- B. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may designate additional offices and committees together with the qualifications and duties of such additional offices and committees.
- C. Eligibility of Officers:
 - (1) Must be member of the Corporation in good standing;
 - (2) Nominated by member(s) in good standing;
 - (3) Have a willingness to serve in the capacity for which he/she is nominated;
and
 - (4) Be elected by a majority vote of the members in good standing voting in the election of Officers.

D. Election of Officers:

Election of Officers shall be by simple majority vote of all members in good standing and present at a meeting at a reasonable date and time designated by the Board of Directors for the election of Officers to be held on or before December 31 of each year. No Officer shall serve for more than two (2) consecutive terms, and such Officer shall be ineligible for re-election to the office until the expiration of at least one (1) year. Provided, however, should no member volunteer as a candidate for any office, then the individual holding such office for the previous term may be re-elected to such office by simple majority vote of all members in good standing and present at such meeting.

E. Duties of the President:

- (1) To call and conduct open, or special meetings of the membership and/or meetings of the Board of Directors.
- (2) To assist in fundraising, and to monitor all receipts, disbursements, and incurred expenses as they pertain to the activities of the Corporation.
- (3) To establish and assist various committees for the purposes of fundraising and operations of the Corporation.

F. Duties of the Vice President:

- (1) To call and conduct open, or special meetings in the absence of the President.

- (2) To assist in fundraising, and to monitor all receipts, disbursements and incurred expenses as they pertain to the activities of the Corporation.

G. Duties of the Secretary:

- (1) To record and maintain the minutes of each meeting of the general membership and of the Board of Directors.
- (2) To read minutes from previous meetings at each open meeting.
- (3) Establish and maintain a membership roster with mailing addresses, email addresses, telephone numbers, etc.
- (4) To assist in record keeping, and fundraising.

H. Duties of the Treasurer:

- (1) To maintain accurate and accessible financial records pertaining to all matters of receipts and disbursements of the Corporation.
- (2) To possess, and maintain the Corporation's checkbook in good balance, make and record deposits in accordance with reasonable and acceptable business practices.
- (3) To report current financial standings of the Corporation at each open meeting.

I. Term of Officers shall be one year.

J. Removal of an Officer:

A two-thirds majority vote of the members of the Corporation in good standing is required for the removal of any Officer.

K. Replacement of an Officer:

Replacement of an Officer during term of service shall be by the affirmative vote of a majority of members in good standing attending an open meeting or special meeting with notice to the members.

L. Bond:

The Treasurer shall, if required by the Board of Directors and at the Corporation's expense and in amount determined by the Board of Directors, give to the Corporation such security for the faithful discharge of the duties of the Treasurer.

Article V: Membership

Membership of the Corporation shall be open to any person desiring to support the above purpose of the Corporation. The Board of Directors may from time to time, establish different classifications of membership.

A. Membership Dues:

Membership dues and fees shall be determined by the Board of Directors. Adjustments shall be made at the discretion of the Board of Directors at the beginning of each term. Dues may not be increased from the previous year's dues without an affirmative vote of a majority of the membership. The term of membership shall be one year.

B. Member in Good Standing:

A member in good standing is defined as any member whose dues are current at the time of any vote being taken.

Article VI: Membership Meetings

A minimum of four open meetings shall be conducted during each term. The time and location of such open meetings will be determined by the Board of Directors, with public notice given by the Secretary.

Meetings shall be conducted from an established agenda outlined as follows:

- Call to order
- Reading of previous minutes
- Treasurer's Report
- Old Business
- New Business
- Adjournment

The membership present at a properly announced meeting shall constitute a quorum, provided, however, a quorum may not be less than 8 members in good standing (including Officers).

Article VII: General Financial Guidelines

All funds generated by the Corporation are for the expressed purposes of the Corporation. All funds shall be deposited in a timely manner to the credit of the Corporation under such conditions and in such banking institutions as reasonably designated by the Board of Directors. Cash shall be counted and verified in writing by at least two members in good standing (one of which must be an Officer) prior to deposit. All checks shall require the signature of the President or the Treasurer.

A. Expenditures:

- (1) General expenditures not exceeding \$250.00 require a majority vote of the Board of Directors.
- (2) General expenditures, exceeding \$250.00 require the affirmative majority vote of the members in good standing attending an open meeting or special meeting with notice to the members.
- (3) No expense will be reimbursed without a paid receipt and approval of the Board of Directors for expenses up to \$250.00. Reimbursement in excess of \$250.00 requires a paid receipt and approval by a majority vote of the membership in good standing attending an open meeting or special meeting with notice to the members.

All financial transactions shall be conducted in such a manner as not to compromise the ability of the Corporation to perform its stated purpose. All funds received by the Corporation must be used for its stated purpose. No member, nor member of the Board of Directors may benefit personally from the activities of the Corporation including, but no limited to, financial transactions, fundraising, or payment of expenditures.

Article VIII: Fundraising

Proper accounting and verification of funds shall be conducted by a least two members (one of which must be an Officer). All fundraising activities shall be approved by a majority vote of the members.

Article IX: Amendment of By-laws

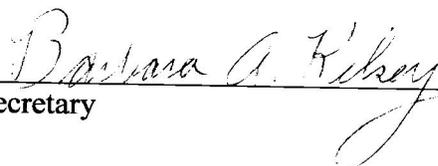
These by-laws may be amended, altered, changed or repealed by the affirmative vote, by written ballot, of two-thirds of the members in good standing in attendance at a meeting of the Corporation with notice to the members.

I, the undersigned, being the President of ROUTE 66 CRUISERS OF CLAREMORE, INC. hereby certify that the foregoing are the Bylaws of the Corporation as accepted and approved by two-thirds majority vote of the members, the 1st of June, 2015.



President

Attest:



Secretary