

OFFICE OF THE SECRETARY OF STATE



**RESTATED  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Restated Certificate of Incorporation of*

**ORAL ROBERTS UNIVERSITY**

*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  
30th day of January, 2008.*

*M. Susan Savage*

*Secretary of State*

01/30/2008 09:39 AM  
OKLAHOMA SECRETARY OF STATE



AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ORAL ROBERTS UNIVERSITY

TO THE SECRETARY OF STATE  
OF THE STATE OF OKLAHOMA:  
101 STATE CAPITOL BUILDING  
OKLAHOMA CITY, OK 73105

The undersigned corporation (the "Corporation"), organized and existing under and by virtue of the Oklahoma General Corporation Act (the "Act"), for the purpose of adopting an Amended and Restated Certificate of Incorporation, does hereby submit the following:

ARTICLE I

The name of the Corporation is Oral Roberts University.

ARTICLE II

The address of the registered office in the State of Oklahoma and the name of the registered agent at such address are:

Peter M. Dobelbower  
7701 S.W. 44th Street  
Oklahoma City, Oklahoma 73179

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

4.1 The Corporation is formed to establish, maintain, and conduct a university for the promotion and advancement of education and higher learning and to confer such degrees and grant such honors as are usually and customarily conferred in accredited institutions.

The Corporation is founded upon and shall forever be dedicated to the promulgation and preservation of Biblical Christianity and academic excellence. The Corporation is a Christian institution with the distinctive Charismatic dimension of the Holy Spirit. The expression of the gifts and fruit of the Holy Spirit is to be encouraged.

The Corporation seeks to educate the whole person with balanced emphasis placed on the development of mind, spirit, and body, harmonizing knowledge, skills, and attitudes with faith in, and commitment to, Jesus Christ as Lord and Savior, believing Him to be the only perfect, whole person who has lived.

The Corporation is committed to the historic Christian faith of the eternal Godhead: Father, Son, and Holy Spirit who, through the new birth and indwelling of us as believers by His Spirit, is Lord of our lives now and forever. The Corporation is committed to assist students in their quest for knowledge of their personal relationship to God, to mankind, and to the universe in which we live. Dedicated to the realization of trust as it is totally embodied in Christ and the achievement of one's potential life capacity, the Corporation seeks to graduate an integrated person: a person spiritually alive, intellectually alert, physically disciplined in His work on earth, and living at all times in expectancy of the Second Coming of Christ.

To accomplish this purpose, the Corporation seeks to synthesize, by means of interdisciplinary cross-pollination, the best traditions in liberal arts, professional, and graduate education with a Charismatic concern of the Holy Spirit himself to enable students to go into every man's world with God's healing power to help meet the totality of human need.

4.2 The Corporation is formed to carry out any other charitable, religious, educational and scientific purposes, as described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (referred to herein as the "Code"; all references to a specific Section of the Code also refer to a corresponding provision of any amendment to the Code).

4.3 In furtherance of Sections 4.1 and 4.2, the Corporation is formed to exercise any, all and every power for which a not-for-profit corporation organized under the applicable provisions of the Act may be authorized to exercise.

4.4 The Corporation shall have all powers permitted by law that are necessary and incidental to the fulfillment of its purposes.

4.5 All purposes and powers of this Corporation as stated in this Certificate of Incorporation shall be limited exclusively to those purposes and powers as comply with Section 501(c)(3) of the Code.

## ARTICLE V

5.1 The Corporation is not organized for, nor does it afford, pecuniary gain, incidentally or otherwise, to its members as such, nor shall it have any power to issue certificates of stock or declare dividends. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable expenses, including reasonable compensation for services rendered, and to make payments and distributions in furtherance of the objects and purposes set forth in Article IV hereof.

5.2 Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an organization, contributions to which are deductible under Section 170(c)(2), Section 2066(a) and Section 2522(a) of the Code.

5.3 Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Trustees shall determine, or to such organization or organizations organized and operated exclusively for purposes as shall at the 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 the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine. No member, director, trustee, officer or other private person shall be entitled to share in the distribution of the assets of the Corporation on dissolution of the Corporation.

#### ARTICLE VI

The business and affairs of the Corporation shall be managed by and under the direction of a Board of Trustees. The number of Trustees and the method of their election, appointment and/or removal shall be as set forth in the Bylaws. The conditions, if any, of membership of the Corporation shall be set forth in the Bylaws.

#### ARTICLE VII

7.1 In addition to any other indemnification granted to Trustees of the Corporation contained in this Certificate of Incorporation, the Bylaws of the Corporation, or adopted by resolution of the members or Trustees of the Corporation, no Trustee of the Corporation shall be personally liable to the Corporation, or members thereof, for monetary damages for breach of fiduciary duty as a Trustee; provided, however, that this indemnification shall not eliminate or limit the liability of a Trustee (i) for any breach of the Trustee's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Trustee derived an improper personal benefit.

7.2 Nothing herein shall be deemed to eliminate any indemnification rights for which former Regents, officers, Trustees, and agents of the Corporation were entitled under the Corporation's prior Certificate of Incorporation.

#### ARTICLE VIII

The Corporation is a nonprofit corporation for purposes of 18 Okla. Stat. Sections 865, 866 and 867 and, accordingly, it is intended that the Trustees of the Corporation shall have, in addition to any and all rights and privileges contained in this Certificate of Incorporation, the Bylaws of the

Corporation, adopted by resolution of the members of the Corporation or the Trustees of the Corporation, or under the Act, all rights and privileges set forth in such Sections 865, 866 and 867 and any corresponding provision(s) of any amendments thereto.

#### ARTICLE IX

Except as may otherwise be provided in this Certificate of Incorporation or in the Bylaws of the Corporation, as the same may be amended from time to time, the Board of Trustees shall have all powers and authority which may be granted to a board of directors of a Corporation under the Act.

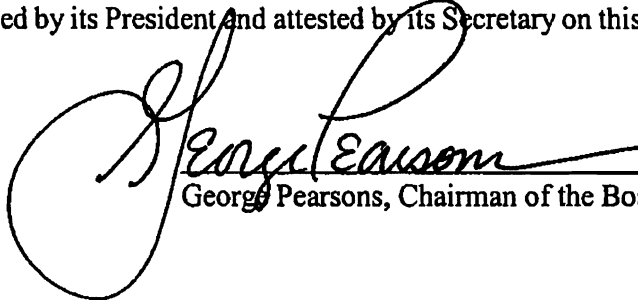
#### ARTICLE X


10.1 Except as provided in Section 10.2 below, this Certificate of Incorporation may be amended, in whole or in part, by the approval of more than fifty percent (50%) of the whole Board of Trustees.

10.2 The name of the Corporation set forth in Article I, the purpose of the Corporation set forth in Article IV, Section 4.1, the indemnification provision set forth Article VII, and this Section 10.2 shall not be altered or amended except upon approval by a vote of 100% of the whole Board of Trustees at each of three consecutive annual meetings of the Board.

The foregoing Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 1080 of the Act after being proposed by the governing body of the Corporation and approved by the members of the Corporation, as applicable, in the manner and by the vote prescribed in Section 1077 of the Act, and restates, integrates and further amends the Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its President and attested by its Secretary on this 29<sup>th</sup> day of January, 2008.

  
George Pearson, Chairman of the Board

Attest  
  
David Ellsworth, Secretary