KIWANIS INCORPORATION PROCEDURES
FOR
OKLAHOMA CLUBS

Read and follow the directions in the Outline of Procedure for the Incorporation of a Kiwanis Club as a Not-For-Profit Corporation in the United States.

1. Adopt the Resolution (Form A) by a two-thirds vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present, and of which at least two week’s written notice has been given. The resolution authorizes the members of the club, named in the copy, to incorporate the club. Fill out Form A.

2. Fill out the form CERTIFICATE OF INCORPORATION (NOT FOR PROFIT)
Follow the directions in the Kiwanis Outline of Procedure for the Incorporation of a Kiwanis Club for specific wording that must be included in the articles of incorporation form.

3. Mail one copy of the Resolution (Form A) and one copy of the appropriate state certificate required to Kiwanis International, Attn: Member Services, 3636 Woodview Trace, Indianapolis, Indiana 46268. These must be sent to Kiwanis International for review prior to filing with the Secretary of State.

4. Upon approval of the Proposed Articles of Incorporation by Kiwanis International, the club will be sent a Consent (Form B) authorizing the club to file the Proposed Articles of Incorporation with the Secretary of State. The club will also be sent an Agreement (Form C) to be completed and mailed back to Kiwanis International after the Secretary of State completes the incorporation. (See No. 6 below)

5. File the Certificate of Incorporation with the Secretary of State. ($25.00 filing fee).

6. When your club receives back a certified copy of the Articles of Incorporation from the Secretary of State showing the date of the filing, send the following to Kiwanis International:
   * A copy of that document and any other document issued by the Secretary of State to give evidence of incorporation.
   * Two completed and signed copies of the Agreement (Form C).

7. Upon receipt of the documents requested above, Kiwanis International will return one duly-executed copy of Form C to the club for its incorporation file. The copy of the Certified Articles of Incorporation will be maintained in the club’s permanent file at the International Office.
MEMORANDUM

To: Kiwanis Clubs Wishing to Incorporate

From: Joan M. Wilson, Manager, Member Services

Subject: Procedure for the Incorporation of a Kiwanis Club

The Kiwanis International Board requires all clubs to be incorporated, and we would like to take this opportunity to stress the importance of incorporating your club to protect the individual members from potential claims.

Enclosed is an Outline of Procedure for Incorporating a Kiwanis Club, including sample articles of incorporation. If your state prefers that a standard form be used for incorporating a not-for-profit organization, you may obtain the form from the office of your Secretary of State.

As soon as we have received and approved a copy of your proposed articles of incorporation, we will issue Consent Form B authorizing you to file the articles with your state.

If we may be of further assistance or should you have any questions, please feel free to contact us.

Remember to provide us with a copy of the proposed articles BEFORE filing them with the state.
Outline of Procedure for the Incorporation of a Kiwanis Club as a Not-For-Profit Corporation in the United States

1. Adopt the Resolution (Form A) by a two-thirds vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present, and of which at least two weeks' written notice has been given. The resolution authorizes the members of the club, named in the copy, to incorporate the club.

2. Draft the Proposed Articles of Incorporation or other documents required by local statutes to secure incorporation.
   
   Note: Incorporation documents must be obtained through the Secretary of State or local government agency handling incorporations. This document is for information only and is not a form.

   In drafting the Articles of Incorporation, keep them simple. Omit all provisions of the bylaws except those that are specifically required to be included by statute or by Kiwanis International. For instance, to conform to the requirements of Kiwanis International, the following must be included in the articles of incorporation:

   a) The name of the corporation is to be “Kiwanis Club of ____________”

   (Be sure to use the complete official name of the club as it appears in the club bylaws.)

   b) The purposes of the corporation are:

   (1) To give primacy to the human and spiritual rather than to the material values of life.

   (2) To encourage the daily living of the Golden Rule in all human relationships.

   (3) To promote the adoption and the application of higher social, business, and professional standards.

   (4) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.

   (5) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.

   (6) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

   (7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of ____________, and its members.

   (8) To do all such things as are incidental or conducive to the attainment of the above objects.

   PLEASE CAREFULLY NOTE THE FOLLOWING:

   **** If you refer to the Board of Directors, remember that the Board of Directors of a Kiwanis club consists of all officers and not less than five (5) elected directors of the club. (This is stated in Article VII, Section 1, of the current Standard Form for club Bylaws.)

   **** When referring to the organization or corporation being exempt from payment of federal income taxes, please note that all Kiwanis clubs are not-for-profit organizations and are group exempt from payment of federal income taxes under Section 501(c)(4) of the Internal Revenue Code.
Please see that the following paragraphs are included:

Whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and no change in the corporate structure or the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon the dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

3. When the Proposed Articles of Incorporation are drafted, please forward the following to Kiwanis International, Attn: Member Services, 3636 Woodview Trace, Indianapolis, Indiana 46268:
   • One completed and signed copy of the Resolution (Form A.)
   • One copy of the Proposed Articles of Incorporation or other documents required by local statutes to secure incorporation. (This copy must be sent to Kiwanis International for review prior to filing with the Secretary of State or other Governmental Agency processing not-for-profit corporations.)

4. Upon approval of the Proposed Articles of Incorporation by Kiwanis International, the Office will send to the club a Consent (Form B) authorizing the club to file the Proposed Articles of Incorporation with the state or appropriate governmental agency. You will also receive an Agreement (Form C); see instructions below.

5. When the club receives back a certified copy of the Articles of Incorporation showing the date of filing with the appropriate state or governmental agency, please send the following to Kiwanis International:
   • A copy of that document and of any other document issued by the state or governmental agency to give evidence of incorporation.
   • Two completed and signed copies of the Agreement (Form C)

6. Upon receipt of the documents requested above, Kiwanis International will return one duly-executed copy of Form C to the club for its incorporation file. The copy of Certified Articles of Incorporation will be maintained in the club’s permanent file at the International Office.

Note: Adoption of the Resolution (Form A) authorizes the President and the Secretary of a club to execute the Agreement (Form C) immediately upon receiving certification of not-for-profit corporate status from the state or governmental agency.

[Revised: 05-29-2007]
(FORM A)

RESOLUTION

(The following resolution is to be adopted by a two-thirds (2/3) vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present.)

WHEREAS, the Kiwanis Club of ______________________

is affiliated as a club with Kiwanis International and it is the expressed desire of two-thirds (2/3) of the members to incorporate the club,

NOW THEREFORE BE IT RESOLVED that two-thirds (2/3) of the majority membership who are members of this club in good standing, be and they hereby are authorized as incorporators to take such steps as may be necessary to organize a corporation without stock and not for profit, under the laws of the State of ______________________, which will continue in corporate form the Kiwanis Club of ______________________, with all its present rights and privileges, and

BE IT FURTHER RESOLVED that prior to undertaking such incorporation, this club and said incorporators will procure consent to such a corporation from Kiwanis International and, as a condition thereof, agrees that the proposed corporation will continue its affiliation with Kiwanis International; that the proposed corporation and its members will at all times abide by the Bylaws of Kiwanis International now in force or as hereafter amended, and will comply with all conditions and requirements which Kiwanis International may prescribe; and

BE IT FURTHER RESOLVED that whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure or in the purposes and powers of the proposed corporation will be made without the consent of Kiwanis International, and

BE IT FURTHER RESOLVED that upon incorporation (approval/confirmation from the state), the officers of this club are hereby authorized and directed forthwith to cause the incorporated club to enter into an Agreement with Kiwanis International as set forth in Form C attached hereto (Form C to be submitted with State confirmation).

CERTIFICATION

I hereby certify that the foregoing resolution was adopted by vote of at least two-thirds of the active, privileged, and senior members present at a meeting on ______________________ at which a quorum was present and that notice of this proposed action was given the membership at least two weeks in advance.

______________________________
Secretary
OKLAHOMA NOT FOR PROFIT CORPORATION

PROCEDURES FOR COMPLETING THE CERTIFICATE OF INCORPORATION

This information is intended to aid in the completion of the forms to organize a not for profit corporation pursuant to the provisions of the Oklahoma General Corporation Act. (Title 18, Section 1001)

PLEASE CONSULT THE STATUTES CAREFULLY.

It may be to your benefit to contact the INTERNAL REVENUE SERVICE concerning federal tax requirements, and the OKLAHOMA TAX COMMISSION concerning state tax requirements prior to filing with the Secretary of State.

The availability of the proposed name may be checked in advance by telephoning the BUSINESS FILING DIVISION of the Secretary of State directly at (405)-521-3912. PRIOR to filing the certificate of incorporation, a name may be reserved for a period of sixty (60) days by filing a name reservation application and paying a fee of $10.00.

PROCEDURES:

1. Prepare and file with the Secretary of State ONE signed certificate of incorporation.

2. Pay to the Secretary of State a filing fee of $25.00.

3. Make the check or money order payable to the Oklahoma Secretary of State. The certificate of incorporation may be mailed or delivered in person to: Secretary of State, 2300 N. Lincoln Blvd., Room 101, State Capitol Building, Oklahoma City, Oklahoma 73105-4897. Documents to be processed IN PERSON must be delivered to the Secretary of State's office between the hours of 8:00 a.m. and 4:00 p.m. (Monday-Friday).

INSTRUCTIONS:

1. NAME - The name of the corporation MUST contain one of the following words or abbreviations: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate, limited, co., corp., inc., ltd., or words or abbreviations of like import in other languages provided that such abbreviations are written in Roman characters or letters.

2. REGISTERED AGENT AND REGISTERED OFFICE - Every corporation must maintain a registered office and a registered agent. The agent may be either the corporation itself, an individual resident of this state, a domestic or qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. The registered office address must be a physical address and cannot be a post office address. (Title 18, Section 1021 and Section 1022)

3. LOCATION OF CHURCH - The address of the church must be a street address and cannot be a post office box address. Rural routes and box numbers are acceptable.

4. DURATION - The duration of the corporation is the life span of the corporation. Perpetual means continuous. All domestic corporations shall have a perpetual duration unless otherwise stated.

5. PURPOSE - The purpose of the corporation is the type of business the corporation intends to conduct. It shall be sufficient to state, either alone or with other purposes, that the purpose of the corporation is “to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma”, and by such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations, if any.

6. & 7. This language is required to be stated within the certificate of incorporation. These statements do not require an answer when completing the forms.

8. NUMBER OF TRUSTEES/DIRECTORS - The number of trustees or directors to be elected at the
first meeting of the corporation.

9. **TRUSTEES/DIRECTORS** - The name and mailing address of each trustee or director is required. A minimum of one trustee or director is required.

10. **INCORPORATORS** - A minimum of **THREE** incorporators is required to form a not for profit corporation. Any person, partnership, association, or corporation, singly or jointly with others, and without regard to his or their residence, domicile or state of incorporation, may incorporate or organize a corporation pursuant to the provisions of the Oklahoma General Corporation Act. The incorporators are the original signers of the certificate of incorporation. The incorporators are not necessarily officers, directors or shareholders, although it does not exclude them from being such.
CERTIFICATE OF INCORPORATION  
(NOT FOR PROFIT)

TO: OKLAHOMA SECRETARY OF STATE  
2300 N. Lincoln Blvd., Room 101, State Capitol Building  
Oklahoma City, Oklahoma 73105-4897  
(405) 521-3912

The undersigned, for the purpose of forming an Oklahoma not for profit corporation under the provisions of Title 18, Section 1001, do hereby execute the following certificate of incorporation.

1. The name of the corporation is:

(Please refer to procedure sheet for statutory words required to be included in the corporate name.)

2. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

<table>
<thead>
<tr>
<th>Name</th>
<th>Street Address</th>
<th>City</th>
<th>County</th>
<th>Zip Code</th>
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<td>(P.O. BOXES ARE NOT ACCEPTABLE)</td>
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3. In the event the corporation is a church, the street address of its location is:

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<th>Street Address</th>
<th>(P.O. BOXES ARE NOT ACCEPTABLE)</th>
<th>City</th>
<th>Zip Code</th>
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4. The duration of the corporation is:  
(Perpetual unless otherwise stated)

5. The purpose or purposes for which the corporation is formed are:

6. This corporation does not have authority to issue capital stock.

7. This corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members.
8. The number of trustees or directors to be elected at the first meeting is:

9. The name and mailing address of each person who will serve as a trustee or director are:

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<tr>
<th>Name</th>
<th>Mailing Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
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10. The names and mailing addresses of the **undersigned incorporators**:

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**INCORPORATORS MUST SIGN BELOW**

WE, THE UNDERSIGNED, for the purpose of forming a not for profit corporation under the laws of the State of Oklahoma, certify that the facts herein stated are true, and have accordingly hereunto set our hands this day of ____________________________, ________.

____________________________

____________________________

____________________________

(SOS FORM 009-REVISED 11/99)