

**CERTIFICATE OF INCORPORATION
OF
THE FEDERATION OF
BUSINESS DISCIPLINES (FBD), INC. ¹**

FIRST: The name of the corporation is The Federation of Business Disciplines (FBD), Inc.

SECOND: The address (including the street, number, city and county) of the corporation's registered office in the State of Oklahoma is, College of Business Administration, Oklahoma State University, Stillwater, Payne County, Oklahoma, 74078-0555. The name of the corporation's registered agent at such address is James M. Jackman.

THIRD: 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 the State of Oklahoma. The Federation of Business Disciplines (FBD), Inc. shall operate as a not-for-profit corporation dedicated to the professional development of the academic disciplines represented in the Federation. The primary purposes of the corporation are: (1) to provide and coordinate an annual meeting for Federation members, (2) to provide a common general program in which all Federation members will participate together, (3) to provide a forum through an annual meeting for the discussion and exchange of ideas and presentation of papers, (4) to foster professional growth and enrichment for members in each of the professional associations, and (5) to provide information which can be used to improve classroom instruction, research, and academic and business development.

FOURTH: Any organization interested in promoting the objectives of the corporation may become a member according to the procedures and criteria specified in the Bylaws.

FIFTH: The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. Jackman	13102 Westpark Place Oklahoma City, OK 73142
Andrew L. Urich	921 West Parkway Stillwater, OK 74074
Gregory C. Mosier	921 West Parkway Stillwater, OK 74074

SIXTH: (a) The powers of the incorporators will terminate upon the filing of the Certificate of Incorporation; the names and mailing addresses of the persons who will serve as

¹ As approved by the SWFAD Executive Council on January 15, 1994. Amended by the FBD Board of Directors on March 6, 2002 and March 3, 2004.

Directors, until the first annual meeting of members or until their successors are elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sam J. Bruno	School of Business & Public Administration University of Houston, Clear Lake 2700 Bay Area Boulevard Houston, TX 77058
David E. R. Gay	Department of Economics, BA 402 University of Arkansas Fayetteville, AR 72701
W. Jack Lord, Jr.	University of Texas at Austin 3500 Hillbrook Drive Austin, TX 78731
Robert J. Olney	School of Business Southwest Texas State University San Marcos, TX 78666
Anita S. Bednar	College of Business Administration Central State University Edmond, OK 73034

- (b) (i) The corporation does not afford pecuniary gain incidentally or otherwise, to its members.
- (ii) The name and address of each Director is as set out above.
- (iii) The above listed Directors shall serve until their successors are elected pursuant to Articles II and III of the Bylaws of the corporation.
- (c) (i) The corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from Federal Income Taxation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, or (2) as a corporation, the contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.
- (ii) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its member associations, Directors, officers, or other private persons, except that the corporation will be empowered and authorized to pay reasonable compensation for services rendered.

- (iii) No part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable State, Federal, or local laws.
- (iv) The corporation shall not (1) operate for the purpose of carrying on a trade or business for profit, (2) engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, and (3) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code.
- (v) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.
- (vi) All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United State Internal Revenue Laws).
- (d) The Board of Directors is authorized, by a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the Directors of the corporation. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member.

SEVENTH: This corporation is formed for Charitable, Benevolent, Religious, Educational, and Scientific purposes and has no stated capital. The corporation does not have the authority to issue capital stock.

EIGHTH: Meetings of members and Directors may be held within or without the State of Oklahoma, as the Bylaws may provide. The books of the corporation may be kept inside or outside the State of Oklahoma at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of the Directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

NINTH: The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Oklahoma.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the corporation.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon the Directors herein are granted subject to this reservation.

TWELFTH: The corporation shall have the following officers who shall be elective officers: A President, a Vice-President for Programs Elect, and a Secretary-Treasurer. The Vice-President for Programs Elect will assume the non-elected office of Vice-President at the expiration of the term as Vice-President for Programs Elect. The terms of the President, Vice-President, and the Vice-President for Programs Elect shall be for one (1) year. The term of the Secretary-Treasurer shall be for three (3) years. Each term will begin and end with the election of officers at the annual meeting of the Federation as provided in the Bylaws. In case the Presidency becomes vacant for any reason, the Immediate Past-President shall assume the duties of the office and become President. In case the Vice-President's, Vice-President for Programs Elect's, or Secretary-Treasurer's office becomes vacant for any reason, the Board of Directors shall fill the vacancy by written nomination and by a majority of the eligible voting members of the Board.

THIRTEENTH: The Board of Directors of the corporation shall consist of the President, Vice-President, Vice-President for Programs Elect, Secretary-Treasurer, Coordinator of Registration, Director of Placement, Director of Marketing, Webmaster, Historian, Executive

Director, two (2) most recent Past-Presidents serving on the Executive Council, two (2) representatives from each member association of the Federation, and two (2) ad hoc representatives from the publishers who exhibit their books at the FBD meetings.

FOURTEENTH: This certificate may be amended by a majority vote of the eligible voting members at any annual business meeting, provided that a copy of the proposed amendments shall have been given to the members at least one (1) month in advance of the meeting.

THE UNDERSIGNED (whether one or more), being the incorporator(s) hereinbefore named, for the purpose of forming a corporation pursuant to the Oklahoma General Corporation Act, Make(s) this Certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true, as of this 8th day of March, 1991.

JAMES M. JACKMAN

ANDREW L. URICH

GREGORY C. MOSIER