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OKLAHOMA SECRETARY OF STATE



CERTIFICATE OF INCORPORATION



OF

RECEIVED

GRACE HOME, INC.
(an Oklahoma non-profit corporation)

SEP 26 2013

**OKLAHOMA SECRETARY
OF STATE**

**TO THE SECRETARY OF STATE
STATE OF OKLAHOMA:**

The undersigned Incorporators, the names and addresses of which are shown below, being individuals legally competent to form a non-profit corporation under the "Oklahoma General Corporation Act" of the State of Oklahoma, hereby adopt the following Certificate of Incorporation:

1. NAME. The name of the corporation (hereafter referred to as the "Corporation") is Grace Home, Inc.

2. PRINCIPAL OFFICE. The street address of its principal office in the State of Oklahoma is 540 N. MacArthur Ave., Blanchard, Oklahoma 73010.

3. REGISTERED AGENT. The name and address of its registered agent in the State of Oklahoma is Ronald Wilson, 540 N. MacArthur Ave., Blanchard, Oklahoma 73010.

4. PURPOSES. The objects and purposes for which the Corporation is formed are:

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 and other charitable organizations, and more specifically, to receive and administer funds for such religious, charitable or educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or

limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in paragraph 11 of this Certificate of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Oklahoma General Corporation Act for religious, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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 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 in paragraph 4 hereof. 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 on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of the Certificate of Incorporation. The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Oklahoma.

5. NOT ORGANIZED FOR PROFIT. The Corporation is not organized for profit and does not afford pecuniary gain, incidentally or otherwise, to its members, directors, officers or other private persons; 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, directors, and officers shall be as set forth in the Bylaws of the Corporation.

6. INCORPORATORS. The name and mailing address of each Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Israel Waitman	540 N. MacArthur Ave. Blanchard, Oklahoma 73010

Tom Waitman	540 N. MacArthur Ave. Blanchard, Oklahoma 73010
Aaron Parks	540 N. MacArthur Ave. Blanchard, Oklahoma 73010

7. DIRECTORS. The powers of the Incorporators shall terminate upon the filing of this Certificate of Incorporation, and the following persons shall serve as the Board of Directors of the Corporation until the first annual meeting of the Corporation or until a successor or successors are elected or qualified:

<u>Name</u>	<u>Mailing Address</u>
John Bates	540 N. MacArthur Ave. Blanchard, Oklahoma 73010
Ronald Wilson	540 N. MacArthur Ave. Blanchard, Oklahoma 73010
Israel Waitman	540 N. MacArthur Ave. Blanchard, Oklahoma 73010

8. NUMBER AND TERM OF DIRECTORS. The number of Directors of the Corporation to be elected at the first meeting shall be at least three (3) and not more than fifteen (15), which number may from time to time be increased or decreased pursuant to the Bylaws of the Corporation. In case of vacancies in the Board of Directors, a majority of the remaining members of the Board, even though less than a quorum, may elect to fill such vacancies to hold office until the next annual meeting.

9. DISSOLUTION. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

10. BYLAWS NOT INCONSISTENT. 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.

11. DEFINITIONS. In this Certificate of Incorporation,

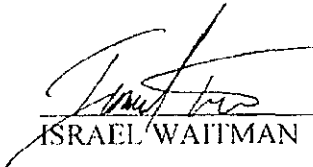
a. References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations or community chests created or

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 charitable organization described in this paragraph 11 shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

b. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

c. The term "Internal Revenue Code" shall mean the Internal Revenue Code of 1986, as amended. The reference to a specific Section and/or provision of the Internal Revenue Code within this Certificate of Incorporation shall include the corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned, for purpose of forming a non-profit corporation under the laws of the State of Oklahoma, do make, file and record this Certificate of Incorporation and do certify that the facts herein stated are true and acknowledge the same to be our acts as of the 23rd day of September, 2013.


ISRAEL WAITMAN


TOM WAITMAN


AARON PARKS