

BY-LAWS
of
SOUTHBRIDGE OFFICE OWNERS ASSOCIATION, INC.

ARTICLE I
NAME OF CORPORATION

This Corporation shall be known as SOUTHBRIDGE OFFICE OWNERS ASSOCIATION, INC., an Oklahoma corporation.

ARTICLE II OFFICES

SECTION 1. The principal office and place of business of this Corporation shall be in the City of Tulsa, Tulsa County, State of Oklahoma.

SECTION 2. The Corporation may have such other office, either within or without the State of Oklahoma, at such other places as the Board of Directors may from time to time designate or as the business of the corporation may require.

ARTICLE III
MEMBERS MEETINGS

SECTION 1. Annual Meeting. The annual meeting of members of the Corporation shall be held each year commencing with the year 1978 on the first Monday in December at the hour of 5:00 o'clock P.M. at the principal office of the Corporation. The Board of Directors may change the place of meeting provided that any such change shall be stated in the notice and call of the annual meeting. Written notice of all meetings must be mailed to each member of record by the Secretary at least ten (10) days prior to such annual meeting. Notice of any annual meeting may be waived in writing by any member and will be considered as waived by such member's attendance at any such meeting.

If the day fixed for the annual meeting shall be a legal holiday in the State of Oklahoma, such meeting shall be held at 5:00 o'clock P.M. on the next succeeding business day. If the election of directors shall not be held on the day designated herein for said annual members meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting of the members called pursuant to these By-Laws as soon thereafter as said meeting may conveniently be held.

The order of business at the annual meeting of members shall be as follows:

- (1) Calling meeting to order.
- (2) Proof of Notice of Meeting.
- (3) Reading of minutes of last previous annual meeting.
- (4) Reports of officers.
- (5) Reports of committees.

(6) Election of Directors.

(7) Such miscellaneous business as may come or be properly brought before the meeting.

SECTION 2. Special Meetings. Special meetings of the members for any purpose or purposes unless otherwise prescribed by statute may be called by the Chairman of the Board of Directors, or the President, or in their absence, by any Vice-President, or by a majority of the Board of Directors, and shall be called by the Chairman of the Board of Directors or the President upon the request of the members representing not less than 25% of all of the total members of the Corporation entitled to vote at such meeting. Business transacted at all special meetings shall be confined to the objects or purposes stated in the call; however, notice of any special meeting and consideration of business other than that stated in the call may be waived in writing by any member and will be considered as waived by his attendance at any such special meeting.

The Board of Directors may designate any place, either within or without the State of Oklahoma, unless otherwise prescribed by statute, as the place of meeting for any special meeting of the members called by the Board of Directors. If no designation of place of meeting is made or if a special meeting be called by other than the Board of Directors, the place of meeting shall be at the principal place or office of the Corporation.

SECTION 3. Notices of Meetings. Notice of annual or special meetings may be written or printed. Notice of any annual meeting shall be deemed satisfactorily given if delivered in person to any member of record or if mailed to any such member not less than ten (10) days nor more than thirty (30) days preceding the date of any such annual meeting. Notice of special meetings shall be deemed satisfactorily given if delivered in person or mailed not less than five (5) nor more than thirty (30) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in any United States Post Office with postage prepaid addressed to the member's last known mailing address as it appears on the records of the Corporation.

SECTION 4. Closing of Transfer Books of Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members of any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation shall have the power to close the membership books for a stated period but not to exceed in any case thirty (30) days. If the membership books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten (10) days immediately preceding such meeting, and no membership shall be voted which shall have been transferred on the books of the Corporation within ten (10) days next preceding such members meeting. In lieu of closing the membership books, as aforesaid, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case not to be not more than thirty (30) days, and in-case of a meeting of members not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken, and only such members as shall be members of record on the date so fixed shall be entitled to such notice of and to vote at such meeting in any adjournment thereof, or to give such consent as the case may be. If the membership books are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, or for any other lawful

purpose, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 5. Voting Lists. The officer or agent having charge of the membership books of the Corporation shall make at least ten (10) days before each meeting of members a complete list of the members entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order with the address of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original membership book shall be prima facie evidence as to who are the members entitled to examine such list or membership book or to vote at any meeting of members.

SECTION 6. Quorum. At the first meeting of members 60%, and thereafter, a majority of the outstanding membership votes of each class of membership of the Corporation entitled to vote represented in person or by proxy shall constitute a Quorum at a meeting of members. If less than such number of the outstanding membership votes are represented at a meeting, a majority of the membership votes so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, and entitled to vote, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting and who are entitled to vote may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 7. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall and must bear a date not more than six (6) months prior to said meeting, and must be filed with the Secretary of the Corporation before or at the time of the meeting.

SECTION 8. Voting. Each Class A member with voting power shall be entitled to one vote and each Class B member shall be entitled to three votes on the date the membership books are closed or on the record date, whichever is applicable, as provided and established in Section 4 of Article III above. Such vote may be by a voice vote, but any qualified voter may demand a written vote whereupon such written vote shall be taken by ballot, each of which shall state the name of the member voting, and the number of votes voted by him, and if such ballot be cast by proxy, it will also state the name of such proxy.

SECTION 9. Voting by Certain Holders. Memberships standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may prescribe, or, in the absence of such provisions, as the Board of Directors of such corporation may determine. Written authority of any such officer, agent or proxy of another corporation must be presented to the Secretary at or prior to the time of any meeting at which such shares shall be voted.

Memberships held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such memberships into his name. Memberships standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote memberships held by him without a transfer of such memberships into his name.

Memberships standing in the name of a receiver may be voted by such receiver, and memberships held by or under the control of a receiver may be voted by such receiver without the transfer of such memberships into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A member whose membership is pledged shall be entitled to vote such membership until such have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the membership so transferred, unless written agreement to the contrary between the member and pledgee is furnished the Corporation.

Memberships belonging to the Corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of votes at any given time.

SECTION 10. Voting for Election of Directors. Unless otherwise provided by law, at each election of directors, every member entitled to vote at such election shall have the right to vote in person or by proxy the total membership owned by him, her or it for each director's position to be filled on the Board of Directors. There shall be no cumulative voting privileges nor shall the members be required to distribute their votes among any number of candidates on the cumulative voting principle.

The Board of Directors of the Corporation shall recognize for and on behalf of the Corporation any duly executed membership management and/or voting control agreement entered into between any number of voting members of this Corporation, provided that a written copy of such membership management and/or voting control agreement or agreements are filed with the records of this Corporation prior to attempted exercise of any voting rights or privileges granted by any such agreement or agreements.

SECTION 11. Informal Action. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 12. Inspectors of Election. Two (2) inspectors of election shall be appointed by the Board of Directors before or at each meeting of the members of the Corporation at which an election of directors shall take place; if no such appointment shall have been made, or if the inspectors appointed by the Board of Directors shall refuse to act or fail to attend, then the appointment shall be made by the presiding officer at the meeting. The inspectors shall receive

and take in charge all proxies and ballots, and shall decide all questions touching upon the qualification of voters, the validity of proxies, and acceptance and rejection of votes. In case of a tie vote by the inspectors on any question, the presiding officer shall cast the deciding vote.

ARTICLE IV BOARD OF DIRECTOR

SECTION 1. General Powers. The management of all of the affairs, property and business of the Corporation shall be vested in a Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, the Articles of Incorporation or these By-Laws, directed or required to be exercised or done by the members.

SECTION 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall as provided in the Articles of Incorporation who shall be elected at the annual meeting of the members by a plurality vote for a term of one (1) year. Each director shall hold office until his successor is elected and qualified even though his tenure of office would thereby exceed one (1) year.

The number of directors of the Corporation may at any time be increased or decreased by vote of the majority of members, entitled to vote at any regular or special meeting of members if the notice of such meeting contains a statement of the proposed increase or decrease. In case of any such increase, such additional directors shall hold office until their successors are duly elected and qualified. It shall not be a requirement of the office of director that such person be a member of this Corporation.

SECTION 3. Election of Officers. The directors shall elect at their first meeting after each annual meeting of the members the following officers of the Corporation for a term of one (1) year or until their successors are chosen even though their tenure of office would thereby exceed one (1) year: A Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, an Assistant Secretary and a Treasurer.

The Chairman of the Board of Directors may, if the Board of Directors deem it advisable, hold at the same time the office of President. The Secretary or any Vice-President may, if the Board of Directors deem it advisable, hold at the same time the office of Treasurer. The Board of Directors may also choose such additional Assistant Secretaries and Assistant Treasurers as in their judgment is in the best interest of the Corporation. The President must be a member of the Board of Directors and any other officers selected by the Directors may hold a position on the Board of Directors of the Corporation. The directors may appoint or elect such other officers and agents as they deem necessary or advisable, who shall hold their offices for such terms and shall exercise such-powers and perform such duties as shall be determined or assigned from time to time by the directors. The officers of the Corporation are to have specific control of the affairs, property, business and operation of the Corporation subject only to the general control of the Board of Directors and such matters as are governed by law.

SECTION 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors or President, or in their absence, by any Vice President, or by any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice. Notice of any Special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered either personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors, regardless of the manner in which caused, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, unless otherwise provided by laws. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that specific purpose.

SECTION 9. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may by resolution be paid a fixed sum for attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving full compensation therefor.

SECTION 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have consented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as

the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately, and not more than five (5) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 11. Standing or Temporary Committees. Standing or Temporary Committees may be appointed from its own number by the Board of Directors from time to time, and the Board of Directors may from time to time invest such committees with such power as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution, passed by a majority of the whole Board; it shall have all the powers provided by statute, except as specifically limited by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board of Directors at its next meeting. A member of any duly appointed standing or temporary committee may be paid their expenses, if any, for attendance at any regularly called meeting of such committee and may be paid, if authorized by the Board of Directors, a fixed sum for attendance at each meeting of such committee. No such payment shall preclude any member thereof from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 12. Other Powers. In addition to the powers and authorities by these By-Laws expressly conferred upon them the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these By-Laws directed or required to be exercised or done by the members ~~steekholders~~.

SECTION 13. Informal Action by Director's. Unless otherwise provided by laws, the Articles of Incorporation or these By-Laws, any action required to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors.

ARTICLE V OFFICERS

SECTION 1. Officers of the Corporation. The officers of the Corporation shall be those designated in Section 3 of Article IV above. The election and term of office of such officers shall be as provided in said Section 3 of Article IV above. If the election of officers shall not be held at the first meeting of directors after the annual meeting of members, such election shall be held as soon thereafter as conveniently may be. Each officer, whether elected or appointed, shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation or removal in the manner hereinafter provided.

SECTION 2. Removal. Any officer or agent; elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds of all members of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby,

but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at any regular or special meeting for the unexpired portion of the term and until a successor shall have been duly elected and qualified.

SECTION 4. Bonding. The Board of Directors may by resolution require any and all of the officers to give bonds to the Corporation for sufficient surety or sureties conditioned for the faithful performance of the duties of their respective offices and to comply with such other conditions as may from time to time be required by the Board of Directors.

SECTION 5. Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of members and directors.

SECTION 6. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. In the absence of the Chairman of the Board of Directors, he shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors or by law, certificates for membership of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex-officio member of standing committees and shall be responsible for carrying into effect all orders and resolutions of the Board of Directors and shall make reports to the Board of Directors and members as required or as good business dictates.

SECTION 7. Vice-Presidents. The Vice-Presidents in the order designated by the Board of Directors shall exercise the functions of the President during the absence or disability of the President and the Chairman of the Board of Directors. Each Vice-President, shall have such powers and discharge such duties as may be assigned to him from time to time by the President or by the Board of Directors.

SECTION 8. Secretary. The Secretary shall:

- (a) Keep the minutes of the member's meetings and of the Board of Directors meetings in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

- (c) Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal, is duly authorized;
- (d) Keep a register of the post office address of each member which shall be furnished to the Secretary by such member;
- (e) Have general charge of the membership books of the Corporation;
- (f) In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall:

- (a) Have charge and custody of and be responsible for all monies, bonds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these By-Laws;
- (b) He shall disburse the funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time, as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Corporation;
- (c) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 10. Assistant Secretaries. The Assistant Secretaries in the order of their seniority shall in the absence or disability of the Secretary, or in the event of his inability or refusal to act, perform the duties of the Secretary and exercise all powers conferred on such Secretary when so acting and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them, or any of them, by the Secretary or by the Board of Directors.

SECTION 11. Assistant Treasurers. The assistant Treasurers in the order of their seniority shall in the absence or disability of the Treasurer perform the duties and exercise the powers of the Treasurer, subject to the limitations thereon, and shall perform such other duties as the Treasurer or the Board of Directors shall prescribe.

SECTION 12. Compensation of Officers. The compensation of officers shall be fixed from time to time by the Board of Directors, including all salaries and bonuses paid to such officers. The compensation of agents of the Corporation shall also be so fixed. No officer shall be prevented from receiving a salary by reason of the fact that he is also a director of the Corporation.

SECTION 13. Reports of Officers. All officers shall render written and detailed reports of the business transacted by them at the annual members' meeting and at any directors' meeting, when requested by the directors.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such Authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc.. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner as from time to time may be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII CERTIFICATES FOR MEMBERSHIPS AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing memberships of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President or Vice-President and by the Secretary, Assistant Secretary or Treasurer, or by such other officers authorized by law and by the Board of Directors so to do. All certificates for memberships shall be consecutively numbered or otherwise identified. The name and address of the person to whom the memberships represented thereby are issued with the number of memberships and date of issue, shall be entered on the membership books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled, and no new certificate shall be issued until the former certificate for a like number of memberships shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the Corporation or to the Transfer Agent as the Board of Directors may prescribe.

Where a certificate of membership is signed by a Transfer Agent or Assistant Transfer Agent, or by a Transfer Clerk acting in behalf of the Corporation and the registrar, the signatures of any of the above named corporate officers may be facsimile. In case any officer who has signed or whose facsimile signature has been used on a certificate has ceased to be an officer before the certificate has been delivered, such certificate may nevertheless be adopted and issued and delivered by the Corporation as though the officer who signs such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be such officer of the Corporation.

SECTION 2. Transfer of Memberships. Transfer of memberships of the Corporation shall be made only on the membership books of the Corporation by the holder of record thereof, or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto, authorized by Power of Attorney duly executed and filed with the Secretary of the Corporation and on surrender or cancellation of the certificate for such memberships. The person in whose name memberships stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes unless otherwise limited by these By-Laws. Notwithstanding any provision hereof, the Corporation shall not be bound to recognize any equitable or other claim to or interest in any membership in the part of any other person whether or not it shall have express or other notice thereof except as expressly provided by the laws of the State of Oklahoma.

SECTION 3. Regulations. The Board of Directors shall have the power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, conversion and registry of certificates for memberships of the Corporation not inconsistent with the laws of the State of Oklahoma, the Articles of Incorporation of this Corporation and these By-Laws.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall be designated by the Board of Directors prior to the period of time in which such designation must be made under existing provisions of the United States Internal Revenue Code and any regulations relating thereto. Notwithstanding the provisions of Section 1 of Article XIII of these By-Laws, the instant article shall be deemed automatically amended by the designation of the Board of Directors by resolution of the fiscal year of this Corporation.

ARTICLE IX CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal".

ARTICLE X BOOKS AND RECORDS

The books, accounts and records of the Corporation, except as may be otherwise required by the laws of the State of Oklahoma, may be kept outside of the State of Oklahoma at such place or places as the Board of Directors may from time to time appoint. The Board of Directors shall determine whether and to what extent the accounts and books of the Corporation or any of them other than the membership Books shall be open to the inspection of the members, and no member shall have any right to inspect any account or book or document of the Corporation except as conferred by law or by resolution of the members or directors.

ARTICLE XI NOTICES

SECTION 1. Whenever the provisions of any statute of the State of Oklahoma or the Articles of Incorporation, or these By-Laws, require notice to be given to any directors, officer or member, they shall not be construed to mean personal notice; such notice may be given, in writing by depositing the same in the post office of the United States Post Office in a postpaid, sealed wrapper addressed to such director, officer or member at his or her address as the same appears in the books of the Corporation unless otherwise provided by these By-Laws, and the time when the same shall be mailed shall be deemed to be the time of the giving of such notice.

SECTION 2. Unless otherwise provided by law, whenever any notice is required to be given to any member, officer or director of the Corporation under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, or the laws of the State of Oklahoma, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENT TO BY-LAWS

SECTION 1. Amendment by Directors. The Board of Directors shall have the power to make, amend, alter or repeal the Bylaws of this Corporation by a vote of a majority of the Directors at any regular or special meeting of the Board of Directors; provided that notice of such alteration, amendment or repeal has been given to each Director in writing at least three (3) days prior to said meeting and further provided that the Board of Directors may not adopt a new Bylaw or amendment thereof changing the authorized number of directors or their qualifications.

SECTION 2. Amendment by Members. The members by affirmative vote of a majority of the memberships in each class may make, alter, amend or repeal the Bylaws without notice at any annual meeting, or these Bylaws may be altered, amended or repealed and new Bylaws adopted by vote of the members representing a majority of all the memberships entitled to vote at any special members meeting when the proposed amendment, alteration or repeal or new Bylaws have been set out in the notice of such special meeting.

Adopted this 25th day of July, 1978

SOUTHBRIDGE OFFICER OWNERS ASSOCIATION,
INC.

By _____
Jerry L. Wilson, President

ATTEST:

Secretary

(SEAL)

I, _____, the duly elected, qualified and acting Secretary of Southbridge Office Owners Association, Inc., an Oklahoma corporation, do hereby certify that the within and foregoing Bylaws are the original Bylaws duly adopted by the Board of Directors of said corporation at its first meeting held on the 25th Day of July, 1978.

Jack R. Givens