AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

THE SAMUEL ROBERTS NOBLE FOUNDATION, INC.

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned Oklahoma non-profit corporation (the "Corporation"), for the purpose of adopting an Amended and Restated Certificate of Incorporation, as provided by Section 1080 of the Oklahoma General Corporation Act (the "Act"), hereby certifies as follows:

1. The Certificate of Incorporation of this Corporation was originally filed with the Oklahoma Secretary of State on October 27, 1952.

2. The amendments to the Certificate of Incorporation effected by this Certificate are to restate the provisions relating to the regulation of the internal affairs of the Corporation.

3. The Board of Trustees of the Corporation has voted to completely amend and restate the Certificate of Incorporation of the Corporation by duly adopting this amended and restated Certificate of Incorporation under the provisions and subject to the requirements of Section 1080 of the Act and all other applicable provisions of the Act; that the Board of Trustees adopted a resolution setting forth the proposed amended and restated Certificate of Incorporation and declaring its advisability at a meeting held by the Board of Trustees; and that a majority of the Board of Trustees voted in favor of such amendment and restatement.

4. The Certificate of Incorporation of the Corporation is hereby restated as further amended by this Certificate to read in full, as follows:
ARTICLE ONE

The name of the corporation is The Samuel Roberts Noble Foundation, Inc. (hereinafter the “Corporation”).

ARTICLE TWO

The registered office of the Corporation is located at 2510 Sam Noble Parkway, Ardmore, Carter County, Oklahoma 73401, and the name of its registered agent at such office is Michael A. Cawley.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is created and shall be administered and operated exclusively for religious, charitable, scientific, literary and/or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (herein collectively called the "Code"). It is expressly provided that no part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes), and it is expressly provided further that no substantial part of its activities shall be that of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate running for public office.
In the event of the liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, or whether by operation of law, none of the property of the Corporation, nor any proceeds thereof, nor any other assets of the Corporation shall be distributed to, or divided among, any of the members of the Corporation or any donor, nor shall any distribution be made other than for the purposes for which this Corporation is created, as herein set forth. The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its members.

For all taxable years beginning after January 1, 1972, the Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Code; the Corporation shall not engage in any act of self-dealing which would subject it to tax under Section 4941 of the Code; the Corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the Corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

ARTICLE FIVE

The Corporation shall have no shareholders and no authority to issue capital stock. The members of the Corporation shall consist of the Trustees thereof and the election or appointment of a person as a Trustee shall likewise be an admission to membership in the Corporation, and no person shall continue to be a member after ceasing to be a Trustee. The private property of a Trustee or member shall never be subject to the payment of Corporation debts to any extent whatsoever.
There shall be not less than five (5) nor more than fifteen (15) Trustees of the
Corporation.

The qualification, selection, term and compensation of each Trustee shall be as set forth
in the By-laws of the Corporation from time to time. Any person duly appointed as a Trustee
pursuant to such By-laws of the Corporation shall have and exercise the same rights, powers,
authorities and discretions and shall be charged with the same duties as if named herein as a
Trustee.

The Trustees shall make and establish such rules, regulations and By-laws not
inconsistent with the provisions hereof as to them may seem advisable for the ordinary conduct
and administration of the business and affairs of the Corporation.

The names and mailing addresses of the Trustees of the Corporation are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dr. D. Randolph Brown, Jr.</td>
<td>P.O. Box 2180</td>
</tr>
<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
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<tr>
<td>Susan Brown</td>
<td>P.O. Box 2180</td>
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<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
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<tr>
<td>Michael A. Cawley</td>
<td>P.O. Box 2180</td>
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<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
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<tr>
<td>James C. Day</td>
<td>P.O. Box 2180</td>
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<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
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<tr>
<td>Vivian Noble DuBose</td>
<td>P.O. Box 2180</td>
</tr>
<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
</tr>
<tr>
<td>Sam DuBose</td>
<td>P.O. Box 2180</td>
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<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
</tr>
<tr>
<td>Bill Goddard</td>
<td>P.O. Box 2180</td>
</tr>
<tr>
<td></td>
<td>Ardmore, Oklahoma 73402</td>
</tr>
</tbody>
</table>
The members of the Corporation shall have no voting rights in their capacities as members. All voting rights with respect to the Corporation, including but not limited to the right to elect the Trustees of the Corporation, the right to amend this Restated Certificate of Incorporation and the right to alter, amend or repeal the By-laws of the Corporation, or adopt new By-laws, shall be vested in its Trustees.

ARTICLE SIX

In the event the Corporation is dissolved, all of its liabilities and obligations shall be paid, satisfied and discharged, and all of its assets and property then remaining shall be distributed to such organizations which are operated exclusively for religious, scientific, charitable, literary and/or educational purposes and which shall qualify as exempt organizations under the provisions of Section 501(c)(3) of the Code, as the Trustees of the Corporation shall select, in such proportions as they shall determine and pursuant to a plan of distribution adopted by the Trustees in accordance with the Oklahoma General Corporation Act, to be used by such organizations for the purposes set forth above.
The sale or other disposition of all of the assets of the Corporation and the dissolution of the Corporation must be authorized, in order to be effectuated, by not less than two-thirds (2/3) of the number of Trustees then serving.

ARTICLE SEVEN

The Trustees of the Corporation may from time to time engage investment counsel, trust corporations, or banks possessing trust powers and, subject to the ultimate authority of the Board of Trustees to manage the affairs of the Corporation, may confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation, and to sell, transfer or otherwise dispose of any of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The Trustees also may confer on any such advisor such other powers with respect to the Corporation's investments as said Trustees may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the Trustees shall have no liability whatsoever with respect to any action taken or omitted by any such advisor provided the advisor was selected with due care by the Trustees. The Trustees may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary.

ARTICLE EIGHT

To the fullest extent now or later permitted by the laws of the State of Oklahoma, no Trustee of the Corporation shall be personally liable to the Corporation or its members for monetary damages for any act or omission in such Trustee's capacity as a Trustee, except that this Article does not authorize the elimination or limitation of the liability of a Trustee: (i) for a
breach of the Trustee's duty of loyalty to the Corporation or its members; (ii) for an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; or (iii) for a transaction from which the Trustee received an improper personal benefit.

Any repeal or amendment of this Article or repeal or amendment of the applicable laws of the State of Oklahoma shall be prospective only with respect to the limitations on liability conveyed, and shall not adversely affect any limitation on the personal liability of a Trustee of the Corporation existing at the time of such repeal or amendment.

ARTICLE NINE

To the fullest extent and in the manner permitted by the laws of the State of Oklahoma, the Corporation shall indemnify each Trustee and officer of the Corporation (and in the discretion of the Board of Trustees may indemnify any other 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, arbitrative, or investigative. Indemnification pursuant to this Article shall extend to present or former Trustees and officers in their capacity as a Trustee and/or officer of the Corporation as well as present and former Trustees, officers, employees or agents of the Corporation serving or has served at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification herein shall inure to the benefit of the personal or legal representatives, executors, administrators, successors, heirs, distributes, devisees, and legatees of any such person.

Any indemnification pursuant to this Article shall include attorneys' fees, judgments, fines, other losses, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding.
To the extent that a party subject to indemnification hereunder has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Any and all expenses incurred by a party subject to indemnification hereunder in defending an action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding in accordance with the procedure and requirements as shall be set forth in the By-laws of the Corporation from time to time.

Any indemnification under this Article shall be conditioned upon a determination by the Board of Trustees (the procedure for such determination being set forth in the By-laws of the Corporation from time to time), unless ordered by a court, that the party subject to indemnification hereunder met the applicable standard of conduct as required by the laws of the State of Oklahoma or, if applicable, the By-laws of the Corporation.

The indemnification provided by this Article shall not limit the Corporation from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action another capacity while holding such office.

Notwithstanding any provision to the contrary, to the extent that indemnification under this Article results in (i) a prohibited transaction under the Code or (ii) an act of self dealing under Section 4941 of the Code, such indemnification is prohibited.
Any repeal or amendment of this Article or repeal or amendment of the applicable laws of the State of Oklahoma shall be prospective only with respect to the limitations on liability conveyed, and shall not adversely affect any limitation on the personal liability of a Trustee of the Corporation existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been executed by the undersigned officers, thereunto duly authorized.

ATTEST: THE SAMUEL ROBERTS NOBLE FOUNDATION, INC.

//Elizabeth A. Aldridge// //Michael A. Cawley//
Elizabeth A. Aldridge, Michael A. Cawley,
Corporate Secretary President