

ARTICLES OF INCORPORATION  
OF  
OKLAHOMA MEDICAL RESEARCH FOUNDATION

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned persons and citizens of the State of Oklahoma, do hereby associate themselves together for the purpose of organizing a corporation under the provisions of Chapter 14 of Title 18 O. S. 1941, and do hereby certify that:

I.

The name of this corporation shall be, OKLAHOMA MEDICAL RESEARCH FOUNDATION.

II.

The principal office of said corporation and the place where its principal business will be transacted is Oklahoma City, Oklahoma County, Oklahoma.

III.

The corporation shall be without capital stock and no dividends or pecuniary profits shall be declared or paid to members thereof.

IV.

The term for which this corporation shall exist shall be perpetual.

V.

The purpose for which this corporation is formed is as follows:

To promote educational objectives by encouraging, fostering, and conducting scientific investigations in medicine in cooperation with or independently of the School of Medicine of the University of Oklahoma and in cooperation with the faculty, staff and students thereof and those associated therewith, or independent of such faculty, staff and students; and, in connection therewith and incidental to such purpose,

(a) To foster and encourage education and learning in the medical sciences, both pure and applied, both in connection with the School of Medicine and independently thereof;

(b) To provide or assist in providing the means and machinery by which scientific discoveries and processes may be developed, applied and patented and the medical uses thereof determined commercially, and by which such utilization or disposition may be made of such discoveries and processes, and patent rights or interests therein, as may tend to stimulate and promote and provide funds for further scientific investigation and research;

(c) To train persons for the conduct of such investigations and research and to acquire and disseminate knowledge in relation thereto;

- (d) To provide a research institute building to facilitate the advancement of both the clinical and the fundamental medical sciences, and to equip and maintain said institute through private contributions, grants and endowments, and to supply the necessary funds and money in endowments or grants;
- (e) To receive by gift, devise, bequest or otherwise, any money or property, either absolutely or in trust to be used, either the principal or income therefrom, as may be directed, in the furtherance of any of the above mentioned purposes or any other purpose within its corporate powers;
- (f) To own, acquire, hold and manage, such real property or personal property as may be reasonably necessary for the business and object of such association;
- (g) To make grants or gifts of money or property to hospitals, schools or other public or private institutions whose purposes may be similar to the purpose herein contained; to aid in paying the salaries of teachers, staff employees, doctors, nurses, or other personnel of such institutions; to give or grant such funds or property for the purchase of equipment, the defraying of expenses, or for any other purpose not inconsistent with the purpose herein contained;
- (h) To provide space and adequate facilities for the special study and treatment of patients;
- (i) To experiment upon, test, promote and develop the scientific and commercial value of inventions, discoveries and processes;
- (j) To prosecute and aid in the prosecution of applications for patents and to obtain patents, both foreign and domestic; and of rights, licenses and interests in processes and patents, and of money or other property, and to accept the same subject to such conditions or trusts, as may be attached thereto or imposed thereon with respect to payment of royalties, application of income or proceeds, or otherwise, and to obligate itself to perform and execute any and all such conditions or trusts;
- (k) To enter into contracts or trust agreements with inventors or applicants for or owners of patents, or of patent rights, licenses or interests, for the rendering of aid in the obtaining, perfecting and maintaining of patents, both foreign and domestic, and the protection thereof; and for the testing, development, improvement, manufacture, use and disposition of patented drugs, new vitamins, hormones, etc. and for the disposition of the patent rights, licenses and interests of the discoverer, upon such terms and conditions and with such provisions as to application and use of earnings and proceeds as may be agreed upon;
- (l) To acquire and to sell and dispose of such discoveries, applications for patents and patents both foreign and domestic and interests therein, and patent rights, licenses and privileges including territorial rights; and to grant licenses to others to manufacture, use and sell, or either, and to itself manufacture, use and sell, or either, under patents both foreign and domestic, or under licenses, rights and interests therein; and to receive, collect and enforce collection of royalties or other consideration for patents, or patent rights or interests, or devices, articles or processes, of which disposition may be made or contracted for;

(m) To prosecute infringements or invasion of any patent or patent right in which the corporation may be interested, and to defend against infringement, and protect any such patent or patent right;

(n) To exercise any and all powers (including the borrowing of money and securing of the same, the holding, administration and disposition of property, the making of conveyances, assignments and contracts and the incurring of obligations) which may be conferred by law or which may be necessary, incidental or convenient to the purpose and objects of this corporation.

In furtherance of the purpose and objects of this corporation and not in derogation of the general powers thereof, it may make such contracts and agreements with the Board of Regents of the University of Oklahoma for the conduct of its business, the execution of its powers and the use of its property as the directors of the corporation may deem expedient; and may permit its property to be used, operated and enjoyed by the School of Medicine of the University of Oklahoma for a nominal charge or without charge, or upon such terms and conditions as its directors shall deem most consistent with said purposes; and, in the discretion of its directors and upon such terms as such directors shall deem proper, may at any time and from time to time convey, hypothecate, lease or otherwise transfer its property or any part thereof to, or for the use and benefit of, the School of Medicine of the University of Oklahoma. It is the purpose and intent of this corporation to cooperate with the School of Medicine of the University of Oklahoma to the fullest extent for the mutual benefit of such school and this corporation, but all of the funds and property of this corporation shall be owned by this corporation and the supervision thereof shall be under the exclusive control and direction of the directors of this corporation.

## VI.

There shall be forty (40) directors of this corporation, all of whom shall be members thereof and at least three-fourths of whom shall be residents of the State of Oklahoma. At an election held at Oklahoma City, Oklahoma, on the 3rd day of August, 1946, the following persons were elected as directors to serve until the first annual meeting or until the election and qualification of their successors:

### Laymen

Henry S. Griffing,	Oklahoma City	Roy C. Lytle,	Oklahoma City
L. C. Griffith,	"	Moss Patterson,	"
C. R. Anthony,	"	C. A. Vose,	"
Edgar C. Van Cleef,	"	Ancel Earp,	"
W. R. Wallace,	"	Fred Jones,	"
D. A. Harmon,	"	Robert S. Kerr,	"
Fred L. Dunn,	Tulsa	J. Frank Buck,	Shawnee
Ralph Talbot,	"	Doan Farr,	Clinton
Charles L. Follansbee	"	Clyde Muchmore,	Ponca City
H. B. Alspaugh	Duncan	W. Lee Woodward,	Alva

### Alumni

W. Floyd Keller,	Oklahoma City	John H. Lamb,	Oklahoma City
Ralph McGill,	Tulsa	Fred E. Woodson,	Tulsa
William Finch,	Hobart	John Carson,	Shawnee

Oklahoma State Medical

Henry C. Weber,	Bartlesville	Lewis J. Moorman,	Oklahoma City
O. C. Newman,	Shattuck	James Stevenson,	Tulsa
Paul Champlin,	Enid	Henry H. Turner,	Oklahoma City

Faculty

Everett S. Lain, Howard C. Hopps, and L. Chester McHenry, all of Oklahoma City, Oklahoma.

VII.

The subscribers to these articles shall constitute the members of the corporation upon organization and for the purpose of adopting By-Laws and transacting any other business that lawfully may be transacted. Such By-Laws may create not more than six (6) classes of members (exclusive of the directors of the corporation), prescribe the qualifications of members of each class and specify the rights and privileges of the members of the respective classes (including those of the directors of the corporation as its members) among themselves.

VIII.

In the event of the dissolution of the corporation, all of its property whether real, personal or mixed and wheresoever situated, shall vest in such charitable, educational or scientific organization, body, institution or corporation as the last board of directors of this corporation shall designate and none of the property shall inure to the benefit of any officer, director, or member of the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names as incorporators, on the dates set opposite our respective names.