



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2008

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply. ☒ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

LIVING THROUGH HIS WORD FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 57438

City or town, state, and ZIP code

OKLAHOMA CITY, OK 73157-7438

Room/suite

A Employer identification number

20-8766785

B Telephone number (see the instructions)

(405) 943-1001

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c),

line 16) ▶ \$ 1,195,643

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, and

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

RECEIVED
JUL 26 2010
CODEN, UT
STM103

Part II. Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,888	34,147	34,147
	2	Savings and temporary cash investments	8,053	8,247	8,247
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule) STM136	83,577	45,814	40,932
	b	Investments - corporate stock (attach schedule) STM137	1,645,768	1,637,494	1,046,938
	c	Investments - corporate bonds (attach schedule) STM138	81,634	87,400	65,379
11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,821,920	1,813,102	1,195,643	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,821,920	1,813,102	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	1,821,920	1,813,102	
	31	Total liabilities and net assets/fund balances (see the instructions)	1,821,920	1,813,102	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,821,920
2	Enter amount from Part I, line 27a	2	(736)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,821,184
5	Decreases not included in line 2 (itemize) ▶ STM116	5	8,082
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,813,102

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr, mo, day)	(d) Date sold (yr, mo, day)
1a	1,271 SHS ICA	D	2007-12-31	2008-05-01
b	4,593 SHS AF TAX EX FUND	D	2007-12-31	2008-12-31
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,000		41,881	(1,881)
b 50,016		56,217	(6,201)
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			(1,881)
b			(6,201)
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	(8,082)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	{ }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	119
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	119
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	119
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	119
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ Refunded ☐ 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers. ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV . . .	7	X
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ☐ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ DANIEL C STITH Located at ▶ PO BOX 57438 OKLAHOMA CITY, OK	Telephone no ▶ 405-943-1001 ZIP+4 ▶ 73157-7438		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year	15		4,137

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL C STITH PO BOX 57438, OK 73157-7438	EXEC DIRECTOR 6	33,500	0	0
JEANNIE STITH PO BOX 57438 OKLA CITY, OK 73157	DIRECTOR 1	0	0	0
RANDI STITH 15920 PRAIRIE RUN DR, OK 73013	DIRECTOR 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see the instructions).

If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See the instructions.	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see the instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

Part XI Distributable Amount (see the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5	2a	119
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	119
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	(119)
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	(119)
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	(119)

Part XII Qualifying Distributions (see the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	78,006
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	78,006
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	78,006

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				(119)
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>78,006</u>				
a Applied to 2007, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see the instructions) . . .				
c Treated as distributions out of corpus (Election required - see the instructions)				
d Applied to 2008 distributable amount				(119)
e Remaining amount distributed out of corpus . . .	78,125			
5 Excess distributions carryover applied to 2008 . .				
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 .	78,125			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	78,125			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	78,125			

Part XIV Private Operating Foundations (see the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed
990APP

b The form in which applications should be submitted and information and materials they should include.

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VILLA TERESA SCHOOL 1216 CLASSEN DRIVE OKLAHOMA CITY OK 73103-2411	NONE	501C3	BOOKS	3,500
ST CHARLES BORROMEO CATH CHURC 5024 N GROVE OKLAHOMA CITY OK 73122	NONE	501C3	MCAULEY FREE CL	21,000
ST CHARLES BORROMEO CATH CH 5024 N GROVE OKLAHOMA CITY OK 73122	NONE	501C3	DAY CTR FOR WOM	6,000
WORLD NEIGHBORS 4127 NW 122ND ST OKLAHOMA CITY OK 73120	NONE	501C3	WORLWIDE OUTREA	1,000
CENTER FOR PSYCHOPHTHERAPY 4141 NW EXPRESSWAY STE 370 OKLAHOMA CITY OK 73116	NONE	501C3	WKSHOP & EDUC M	5,000
OKLA HLTH CTR CLNC PAST EDUC 921 NE 13 VAMC 125 OKLAHOMA CITY OK 73104	NONE	501C3	MED/PHARM COURS	3,400
INFANT CRISIS SERVICES INC 4224 N LINCOLN BLVD OKLAHOMA CITY OK 73105	NONE	501C3	FOOD FORMULA DI	1,000
Total			3a	40,900
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)

Federal Supporting Statements**2008 PG 01**

Name(s) as shown on return

Your Social Security Number

LIVING THROUGH HIS WORD FOUNDATION

20-8766785

**FORM 990PF, PART XV, LINE 2
APPLICATION SUBMISSION INFORMATION**

990APP

GRANT PROGRAM**APPLICANT NAME**

DANIEL C STITH

ADDRESS

PO BOX 57438

OKLA CITY OK 73157-7438

TELEPHONE

405-943-1001

FORM & CONTENTWRITTEN APPLICATION WITH OUTLINE OF USE OF PROCEEDS AND PROOF OF
501(C)(3) STATUS OF EXEMPTION OF ORGANIZATION MAKING APPLICATION**SUBMISSION DEADLINE**

NONE

RESTRICTIONS ON AWARD

NONE

Federal Supporting Statements

2008 PG 01

Name(s) as shown on return

FEIN

LIVING THROUGH HIS WORD FOUNDATION

20-8766785

FORM 990PF, PART III, LINE 5 OTHER DECREASES SCHEDULE

STATEMENT #116

CAPITAL LOSSES	8,082
TOTAL	<u>8,082</u>

FORM 990PF, PART II, LINE 10(A) INVESTMENTS: GOVERNMENT OBLIGATION SCHEDULE

PG 01
STATEMENT #136

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
AF TAX EXEMPT FUND	<u>83,577</u>	<u>45,814</u>	<u>40,932</u>
TOTALS	<u>83,577</u>	<u>45,814</u>	<u>40,932</u>

FORM 990PF, PART II, LINE 10(B) INVESTMENTS: CORPORATE STOCK SCHEDULE

PG 01
STATEMENT #137

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
AF INV CO OF AMERICA	<u>1,645,768</u>	<u>1,637,494</u>	<u>1,046,938</u>
TOTALS	<u>1,645,768</u>	<u>1,637,494</u>	<u>1,046,938</u>

FORM 990PF, PART II, LINE 10(C) INVESTMENTS: CORPORATE BOND SCHEDULE

PG 01
STATEMENT #138

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
AF BOND FD OF AMERICA	40,651	43,041	35,673
AF HIGH INC TRUST	<u>40,983</u>	<u>44,359</u>	<u>29,706</u>
TOTALS	<u>81,634</u>	<u>87,400</u>	<u>65,379</u>

Federal Supporting Statements

2008 PG 01

Name(s) as shown on return

Your Social Security Number

LIVING THROUGH HIS WORD FOUNDATION

20-8766785

FORM 990PF, PART 1, LINE 23 - OTHER EXPENSES SCHEDULE

STATEMENT #103

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TAX PREP FEES	126	1,204	1,204	1,330
BANK SVC CHGS	23	225	225	248
POST OFFICE BOX	20	192	192	212
FED EX CHGS	2	14	14	16
TOTALS	171	1,635	1,635	1,806

990

Overflow Statement

2008
Page 1

Name(s) as shown on return

FEIN

LIVING THROUGH HIS WORD FOUNDATION

20-8766785

INTEREST & DIVIDENDS INVESTMENTS

Description	Amount
ICA	\$ 33,607
AF HIGH INC TR	3,376
AF BOND FUND OF AMERICA	2,391
AF TAX EXEMPT INCOME	4,138
Total:	\$ 43,512



SOS



6826760002

**CERTIFICATE OF INCORPORATION
OF****LIVING THROUGH HIS WORD FOUNDATION, INC.**

The undersigned, in order to form a not-for-profit corporation for the purposes hereinafter stated under and pursuant to the Oklahoma General Corporation Act, do hereby certify as follows:

**SECTION ONE
Corporate Name**

The name of this corporation is Living Through His Word Foundation, Inc.

**SECTION TWO
Registered Office and Registered Agent**

The address of the corporation's registered office in the State of Oklahoma and location where its business records will be kept is 2629 N.W. 39th Street, Suite 100, Oklahoma City, Oklahoma County, Oklahoma 73112. The name of the corporation's registered agent at such address is Daniel C. Stith.

**SECTION THREE
Purpose**

The purpose of the corporation is to engage in any lawful act or activity for which not-for-profit corporations may be organized under the Oklahoma General Corporations Act and in further thereof, it is specifically provided:

- (1) This corporation is organized exclusively for charitable, educational, and scientific 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, or corresponding section of any future federal tax code.
- (2) Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

SECTION FOUR
No Pecuniary Gain to Members

This corporation is not-for-profit, and as such, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. No substantial part of the activities of the corporation shall be the carrying on or 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 a candidate for public office.

SECTION FIVE
Perpetual Existence

This corporation shall continue to exist perpetually. However, upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax 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 by the District Court 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 said Court shall determine which are organized and operated exclusively for such purposes.

SECTION SIX
No Authority to Issue Stock

This corporation shall have no authority to issue capital stock.

SECTION SEVEN
Incorporators

The names and mailing addresses of the incorporators of this corporation are:

Daniel C. Stith	2629 N.W. 39 th Street, Suite 100 Oklahoma City, Oklahoma 73112
Jeannie E. Stith	2629 N.W. 39 th Street, Suite 100 Oklahoma City, Oklahoma 73112
Richard S. Nash	2629 N.W. 39 th Street, Suite 102 Oklahoma City, Oklahoma 73112

SECTION EIGHT
Initial Number of Directors

The number of directors to be elected at the first meeting is three (3).

SECTION NINE
Initial Board of Directors

The first Board of Directors of the corporation, who shall serve until their successors are elected and qualify, shall consist of three (3) directors whose names and mailing addresses are as follows:

Daniel C. Stith	2629 N.W. 39 th Street, Suite 100 Oklahoma City, Oklahoma 73112
Jeannie E. Stith	2629 N.W. 39 th Street, Suite 100 Oklahoma City, Oklahoma 73112
Richard S. Nash	2629 N.W. 39 th Street, Suite 102 Oklahoma City, Oklahoma 73112

SECTION TEN
Conditions of Membership

The conditions of membership in the corporation are set forth in the By-Laws of the corporation.

SECTION ELEVEN
Powers of Directors

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To adopt, amend, or repeal the By-Laws of the corporation.
- (b) To authorize and cause to be executed or granted mortgages, security interests, and liens upon the real and/or personal property of the corporation.
- (c) To set apart out of any of the available funds of the corporation a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
- (d) By majority vote 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 or they constitute a quorum) may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

- (e) When and as authorized by the affirmative vote of a majority of the members of the corporation having voting power given at a members' meeting duly called upon such notice as is required by law or when authorized by the written consent of a majority of the members of the corporation, to sell, lease, or exchange all or substantially all of the property and assets of the corporation upon such terms and conditions and for such consideration which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

SECTION TWELVE

Compromise

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its members, any court of equitable jurisdiction within the State of Oklahoma on the application in a summary way of this corporation or of any creditor or member thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 1106 of Title 18 of the Oklahoma Statutes or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 1100 of Title 18 of the Oklahoma Statutes order a meeting of the creditors or class of creditors, and/or of the members of this corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4ths) in value of the creditors or class of creditors, and/or of the members of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement the compromise or arrangement and the reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors and/or on all the members of this corporation, as the case may be, and also on this corporation.

SECTION THIRTEEN
Corporate Action

Meetings of members shall be held within the State of Oklahoma, as the By-Laws may provide. The books of the corporation may be kept, subject to applicable law, inside 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 directors shall be by written ballot.

SECTION FOURTEEN
Insider Transactions

To the extent permitted by law, no contract or transaction between the corporation and one or more of its members, directors or officers or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its members, directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason or solely because the members, directors or officers are present at or participate in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because the members, directors or officers or their votes are counted for such purpose.

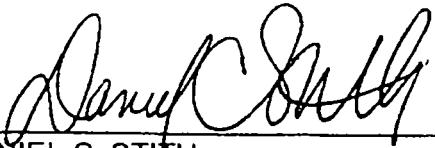
SECTION FIFTEEN
Indemnification

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 member, 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 attorneys' fees, judgments, fines, and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Oklahoma.

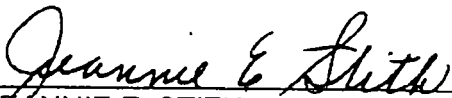
SECTION SIXTEEN
Amendment

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 shareholders herein are granted subject to this reservation.

DATED, this 15th day of March, 2007.



DANIEL C. STITH



JEANNIE E. STITH



RICHARD S. NASH

BY-LAWS OF
LIVING THROUGH HIS WORD FOUNDATION, INC.

PREAMBLE

BE IT KNOWN THAT WHEREAS LaVon Hoefle Willan entered into a revocable trust agreement on or about November 25, 1996 as a means to provide funding to supplement certain qualified religious, charitable, medical and educational programs; and

WHEREAS, upon her death, it was the desire and intent of LaVon Hoefle Willan that her trust provide, through a charitable foundation, financial support for those foundations and/or entities and/or organizations which advance the doctrines, teachings and philosophies of the Christian Religion; advance medical, osteopathic and/or chiropractic science; and to provide financial aid and support for students enrolled in the doctrines, teachings and philosophies of the Christian Religion at accredited schools in North America;

NOW, THEREFORE, the following By-Laws are hereby enacted:

ARTICLE ONE
OFFICES

The principal office of the corporation shall be located at 2629 N.W. 39th Street, Suite 100, City of Oklahoma City, County of Oklahoma, State of Oklahoma. The corporation may have such other offices within the State of Oklahoma as the board of directors may determine from time to time.

ARTICLE TWO
MEMBERS

Section 1. Members. Each individual elected as a Director of the corporation shall be a member of the corporation. There shall be no other members of the corporation.

Section 2. Election of Members. Annually, the Board of Directors shall elect one or more representatives to serve on the Board of Directors to fill the expired term of a director, or to elect a representative to fill the unexpired term of a director who is no longer serving.

Section 3. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member for violation of these By-Laws or for other just cause.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary.

Section 6. Reinstatement. On written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE THREE BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be at least three (3). Directors shall be elected at the annual meeting of members, and serve a three (3) year term, with the initial term of office of each director being as follows, to-wit:

Director One:	Three (3) year term, beginning March 2007
Director Two:	Two (2) year term, beginning March 2007
Director Three:	One (1) year term, beginning March 2007

Each director shall serve until the election and qualification of his or her successor.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held, pursuant to written notice given at least ten (10) days prior to the meeting, on the first Tuesday in June at 7:00 o'clock p.m. in Oklahoma City, Oklahoma, or at such other place as determined by the officers of the corporation. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5. 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 personally or sent by mail, e-mail or telegram to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice

shall be deemed to be delivered when the telegram is delivered to the telegram company. If notice is given by e-mail, such notice shall be deemed to be delivered when transmitted from the sending computer. Any director may waive notice of any meeting. The attendance of a director at any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Informal Action by Members. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 8. Directors holding ten per cent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each such appointment by the board shall be subject to the approval or disapproval of the members at the next regular or special meeting of the members.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors approved by a two-thirds majority vote of the board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12. Proxies. At any meeting of the Directors, a Director entitled to vote may vote by proxy executed in writing by the Director or by his duly authorized attorney in fact. No proxy shall be valid after seven (7) months from the date of its execution, unless otherwise provided in the proxy.

Section 13. Voting by Mail or E-Mail. Where directors or officers are to be elected by members, such election may be conducted by mail or e-mail in such manner as the Board of Directors shall determine.

ARTICLE FOUR OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualifies.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by 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 officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE FIVE COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a two-thirds majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the

corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on him or her by law.

The committee, when formed, shall organize itself, shall elect from its members a chairman and a secretary, and shall perform the functions and discharge the duties, concerning the consideration, approval, and election of new members, as are given to the committee elsewhere in these by-laws, or by resolution of the Board of Directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

ARTICLE SIX CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or 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 or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 3. Deposits. All funds of the corporation 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.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE SEVEN BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office of record giving the names and addresses of the members entitled to vote.

All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE EIGHT FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE NINE WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State of Oklahoma, or under the provisions of the certificate of incorporation or the by-laws of the corporation, 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 TEN AUDIT

Section 1. The treasurer shall secure an impartial audit of the prior year's records from a qualified person once each year during the month of January. Further, an audit may be made upon request of two-thirds of the active membership in good standing or upon request of two-thirds of the membership of the Board of Directors.

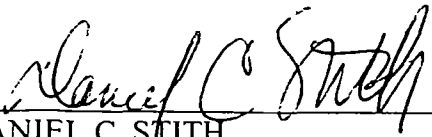
ARTICLE ELEVEN DISSOLUTION

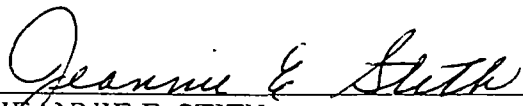
Upon dissolution or disbandment of this corporation, all funds and properties, in excess of liabilities and expenses of dissolution, will be disposed of in accordance with a two-thirds vote of the Board of Directors, PROVIDED, HOWEVER, all such funds and properties must be set distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

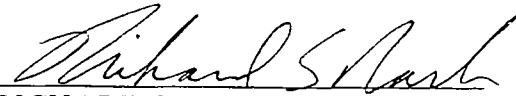
ARTICLE TWELVE AMENDMENT OF BYLAWS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a two-thirds majority of the directors present at any regular meeting or at any special meeting, if at least twenty (20) days' written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting or vote of the members at any regular or special meeting.

DATED, this 15th day of March, 2007.


DANIEL C. STITH


JEANNIE E. STITH


RICHARD S. NASH