



**JANET BARRESI**  
STATE SUPERINTENDENT OF PUBLIC INSTRUCTION  
STATE OF OKLAHOMA

**MEMORANDUM**

**TO:** The Honorable Members of the State Board of Education

**FROM:** Janet Barresi

**DATE:** July 28, 2011

**SUBJECT:** Lindsey Nicole Henry Scholarships for Students with Disabilities

Approval is requested for Good Shepherd Catholic School at Mercy, an Oklahoma Conference of Catholic Schools accrediting Association (OCCSAA) private school, wishing to participate in the Lindsey Nicole Henry Scholarship for Students with Disabilities program.

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# *Good Shepherd Catholic School at Mercy*

13404 North Meridian, Oklahoma City, OK 73120

July 13, 2011

RECEIVED BY  
JUL 22 2011  
Special Education Services

Oklahoma State Department of Education  
2500 North Lincoln Boulevard, Rm. 412  
Oklahoma City, OK 73105

To Whom It May Concern:

Please accept this letter as notification that Good Shepherd Catholic School at Mercy intends to participate in the Lindsey Nicole Henry Scholarship for Students with Disabilities Program. Good Shepherd is located at 13404 N. Meridian, Oklahoma City, OK. Because Early Intervention is critical for the students we seek to serve, we currently serve students aged 3 through 9 years of age who may currently be served on an IFSP or IEP. Our school will serve Pre-Kindergarten through Grade 6. Good Shepherd was included on the list of accredited Catholic Schools sent to the State Department of Education in June, 2011.

Before accepting a student with disabilities, Good Shepherd Catholic School at Mercy will interview the student and his/her parents or legal guardian to insure that the services we provide can best serve the student with disabilities both academically and socially. In addition, we review all official documentation provided by the parent or legal guardian and/or the transferring school such as IEPs, test scores, evaluations by medical and special service professionals, etc. to insure that we are aware of the students needs. Good Shepherd at Mercy is particularly well suited for students on the autistic spectrum and those with related neurological disorders. Each student will be evaluated using a variety of evidence-based techniques and both an IEP and an ITP (Individualized Treatment Program) will be developed for each child with a disability. Good Shepherd school will have teachers certified in both general and special education to provide educational services as well as a one-to-one behavioral interventionist for each child.

Good Shepherd Catholic School at Mercy is accredited by the Oklahoma Conference of Catholic Schools Accrediting Association (OCCSAA). Current accreditation status began in June 2011 and will run through June 2017. We are in compliance with the anti-discrimination provision of 42 U.S.C., Section 2000d; we meet state and local health and

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Dr. Donna Kearns, Ed.D, Director  
dkearns@uco.edu

Sister Catherine Powers, CND, Superintendent  
cpowers@catharchdioceseokc.org

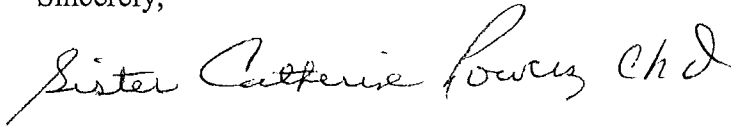
## Good Shepherd Catholic School at Mercy

13404 North Meridian, Oklahoma City, OK 73120

safety laws and codes; we will be academically accountable to the parent or legal guardian for meeting educational needs of the students; we employ or contract with teachers who hold baccalaureate or higher degrees; we comply with all state laws relating to general regulation of private schools; and we will adhere to the tenets of our published procedures prior to the dismissal of a scholarship student.

Please let us know if there is any additional information that you need in order to determine eligibility for Good Shepherd Catholic School at Mercy to participate in the scholarship program. Our principal, Dr. Kearns, can be reached by phone at 405-974-5664 or 405-517-5644 or via e-mail at [dkearns@uco.edu](mailto:dkearns@uco.edu).

Sincerely,



Sr. Catherine Powers, CND  
Superintendent of Catholic Schools

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Dr. Donna Kearns, Ed.D, Director  
[dkearns@uco.edu](mailto:dkearns@uco.edu)

Sister Catherine Powers, CND, Superintendent  
[cpowers@catharchdioceseokc.org](mailto:cpowers@catharchdioceseokc.org)

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Not For Profit Certificate of Incorporation of*

**GOOD SHEPHERD CATHOLIC SCHOOL, INC.**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Filed in the city of Oklahoma City this  
21st day of July, 2011.*

*V. Glenn Coffey*

*Secretary of State*

07/21/2011 09:55 AM  
OKLAHOMA SECRETARY OF STATE



**CERTIFICATE OF INCORPORATION**  
**GOOD SHEPHERD CATHOLIC SCHOOL, INC.**  
*(Not for Profit)*



OKLAHOMA )  
                  ) ss:  
OKLAHOMA )

The undersigned incorporators, Sister Catherine Powers, 7501 Northwest Express, Oklahoma City, OK 73132, Loutitia D. Eason, 7501 Northwest Express, Oklahoma City, OK 73132, and David Johnson, 7501 Northwest Express, Oklahoma City, OK 73132, being at least eighteen (18) years of age, hereby form a not for profit, nonstock corporation under and by virtue of the Oklahoma General Corporation Act (the "Act").

**ARTICLE I - NAME**

The name of this Corporation is:

**GOOD SHEPHERD CATHOLIC SCHOOL, INC.**

In addition to its status as a civil corporation, this Corporation is also a public juridic person under the Code of Canon Law of the Roman Catholic Church.

**ARTICLE II - REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Oklahoma is 7501 Northwest Express, Oklahoma City, OK 73132, and the name of its Registered Agent at such address is David Johnson.

**ARTICLE III - DURATION**

The period of existence of this Corporation shall be of perpetual duration.

**ARTICLE IV - PURPOSES**

The purposes for which this Corporation is formed are as follows:

- (a) General Purposes. This Corporation is organized exclusively for charitable, religious and educational purposes, including, but not limited to, the making of distributions to organizations exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) (hereinafter, the "Internal Revenue Code"), and to engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes under the laws of the State of Oklahoma.

(b) Specific Purposes. This Corporation is organized to engage in the development and implementation of the philosophy of The Roman Catholic Church pertaining to the operation of a school designed to meet the physical and educational needs of children on the Autistic Spectrums; to construct, lease, or otherwise provide a school facility or facilities, and to own, maintain and operate such facility or provide for the same and to operate the same in a manner designed to provide for the individualized education and related behavioral services of children in central Oklahoma with autism; to determine and establish the necessary advisory and administrative general policy and program directives for the implementation of the Corporation's programs; to coordinate the management of the resources and facilities of the aforesaid purposes, provided that all current assets, present and future gifts, grants, requests or endowments received or given to any individual entity shall be applied to the exclusive use and benefit of such purposes; to engage in any other activity or business which the officers of this Corporation may authorize in order to carry out the purposes of this Corporation, to hold, own, pledge, mortgage, sell, purchase, lease, rent or otherwise deal in or dispose of any personal or real property, and to hold, use and/or operate mining rights, deposits or minerals of whatever nature, and, incident thereto, to execute any and all instruments necessary to the buying, selling, trading or dealing in or with respect to any properties, personal or otherwise and to do all things incident hereto. The purposes of the Corporation, and its activities and functions in furtherance of such purposes, shall be applied in a manner recognizing the connectional relationship with The Roman Catholic Church as expressed in The Code of Canon Laws of the Catholic Church (the Canons and Statutes) as such may be revised from time to time.

#### ARTICLE V - RESTRICTIONS

In all events and under all circumstances, notwithstanding anything contained herein to the contrary, the following provisions shall apply:

(a) This Corporation is not for profit, and as such the Corporation does not afford pecuniary gain, incidentally or otherwise, to its Member as such.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) The Corporation shall use and apply the assets of the Corporation, including all income therefrom, exclusively within the United States or any of its possessions and exclusively for the purposes for which the Corporation is organized. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Member as an individual, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(d) The Corporation shall function and all rights, duties, liabilities, and immunities involving the Corporation and its Member, Directors, officers and any third parties shall be determined in a manner consistent with the Corporation's status as a separate corporate entity created pursuant to Title 18 O.S. 2001 Sections 1001 to 1143. Insofar as is consistent with the foregoing, the Corporation shall function in accordance with the Canons and Statutes; and will not act in a manner inconsistent with its relation through faith to the Roman Catholic Church.

(e) In the event that the Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, then the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall be prohibited from engaging in any act or self-dealing as defined under Section 4941(d) of the Code, from retaining any excess business holdings as defined under Section 4943(c) of the Code, from making any investments in such manner as to subject this Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined under Section 4945(d) of the Code, and in all other sections of the Code or the corresponding provisions of any future United States internal revenue law.

(f) The Corporation shall take no action(s) contrary to its Canonical Statutes, the Code of Canon Law or the teachings of the Magisterium of the Roman Catholic Church or Statutes and policies of the Archbishop of Oklahoma City.

#### ARTICLE VI - POWERS

To accomplish the foregoing purposes and subject to the provisions set forth in Article V and the relevant provisions of the bylaws of the Corporation, the Corporation shall have the following powers:

(a) To provide for the operation of a school in central Oklahoma or elsewhere in Oklahoma as determined by its Directors and officers, including the employment of teachers and other staff.

(b) To make gifts and transfer cash and property, real, personal and mixed, to organizations exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

(c) To solicit, request, apply for and accept and collect pledges, gifts, donations, contributions in cash or property, real, personal and mixed, from corporations, individuals, governmental agencies or organizations, whether by gift, bequest, devise or otherwise, absolutely or in trust, and to use the principal thereof or income therefrom as may be directed in the furtherance of any of its authorized purposes.

(d) To publish and distribute literature.

(e) To hire or contract with such professional, technical or other persons or employees as may be necessary to carry out the purposes for which the Corporation is formed, and to enter into such contracts or agreements with other corporations or organizations formed for similar or related purposes as may further assist this Corporation in its authorized purposes.

(f) Subject to applicable limitations set forth in the Canons and Statutes and herein, to exercise any and all powers, including but not limited to, the borrowing of money and securing the same, the holding, administration, purchase, leasing and disposition of property, the making of conveyances, assignments and contracts and the incurring of debts and other obligations which may be incidental or convenient to the purposes and objects of this Corporation and which are not specifically prohibited by law.

(g) To carry out all or any of the foregoing objects and purposes as principal or agent, and alone or with associates, or to the extent now or hereafter permitted by the applicable federal and state laws.

(h) To acquire and hold title to such real estate that reasonably may be necessary for the purposes and objects of the Corporation, to sell, convey, mortgage and encumber the same; and to receive, hold and administer all monies, funds and property, real and personal, that may come to it by purchase, gift, devise, bequest, or otherwise, for any of the uses and purposes of said Corporation; and to invest any endowment or other funds on hand, not required for the affairs of the Corporation.

(i) To do any and all such further acts and things and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying out or attainment of all or any of the foregoing objects or purposes; and to have and to exercise all the powers conferred by the laws of the State of Oklahoma upon nonprofit Corporations, as such laws are now in effect or may at any time hereafter be amended.

#### ARTICLE VII - MEMBERSHIP

The Corporation has no stated capital and shall not be authorized to issue capital stock and shall not have stock or stockholders. The corporation is organized on a nonstock, nonprofit basis with members in lieu of stockholders. The sole Member of the Corporation shall be Most Reverend Paul S. Coakley, Archbishop of the Archdiocese of Oklahoma City or his successor in office.

This Corporation shall not have authority in the Bylaws to issue capital stock.

The Corporation may from time to time solicit contributions from members of the Catholic faithful and the general public and may allow contributors to attend meetings at which information regarding the Corporation's operations and finances is provided. Contributors shall have no membership in the Corporation and shall be afforded no rights or benefits of membership in the Corporation.



## ARTICLE VIII - AMENDMENTS

The Certificate of Incorporation may be amended by the passage of a resolution by the Member and the filing of the same in the Office of the Secretary of the State of Oklahoma in compliance with the provisions of Title 18, O.S. Supp. 1995, Sections 1001 to 1143.

## ARTICLE IX - DIRECTORS

The number of Directors of the Corporation to be elected at the first meeting shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names and mailing addresses of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Sister Catherine Powers, 7501 Northwest Express, Oklahoma City, OK 73132, Loutitia D. Eason, 7501 Northwest Express, Oklahoma City, OK 73132, and David Johnson, 7501 Northwest Express, Oklahoma City, OK 73132. The Directors may receive such reasonable compensation for services rendered, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors, provided that no Director shall receive compensation for serving solely as a Director. The Board of Directors may employ personnel and agents necessary to carry out the purposes and objectives of the Corporation.

## ARTICLE X - BYLAWS

Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended, altered, changed or repealed at any time by the formal resolution of the Member of the Corporation.

## ARTICLE XI - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with any and all federal rules and regulations, if any, and the desires of any donors of any property after complying with all federal rules and regulations and the desires of any donor of any property, any remaining property shall be distributed to the Archdiocese of Oklahoma City or to affiliated corporations or entities thereof as designated by the Archbishop of Oklahoma City so long as any such distribution is 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. In no event shall any of the said assets or property in the event of dissolution thereof go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other similar purpose.

## ARTICLE XII - ELIMINATION OR LIMITATION OF PERSONAL LIABILITY

The Corporation may, so long as such action would not cause the Corporation to lose its status as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code, limit or eliminate the personal liability of Directors to the Corporation to the fullest extent allowed by law.

### ARTICLE XIII - OWNERSHIP AND ALIENATION OF PROPERTY

Subject to the provisions of Article XV hereof, all property owned by the Corporation shall be held in trust for the ultimate benefit of and shall be subject to the control of the Archdiocese of Oklahoma, and disputes over ownership and control of such property or any part thereof shall be resolved by reference to Article XV.

The Archbishop of the Archdiocese of Oklahoma City has the sole authority to alienate property of the Corporation, which must be accomplished in strict conformity with the Canons and Statutes.

### ARTICLE XIV - AUTHORITY OF ADMINISTRATOR

In the event an Administrator Sede Vacante or Administrator Sede Impedita is elected or appointed to administer the business and affairs of the Archdiocese of Oklahoma City, the power and authority of the Administrator Sede Vacante or Administrator Sede Impedita shall be limited to those granted him under the Code of Canon Law of the Roman Catholic Church, notwithstanding any grant of power or authority to any other entity or person hereunder.

### ARTICLE XV - RESOLUTION OF DISPUTES

The Corporation is a public juridic person under the Code of Canon Law of the Roman Catholic Church. To the fullest extent allowed under the U. S. Constitution and federal law, Oklahoma law, or other applicable civil law (the "Civil Law"), any and all disputes or disagreements which may arise in connection with the operation and administration of the Corporation and its properties shall be resolved by arbitration by reference to the Corporation's Canonical Statutes or the Code of Canon Law of the Roman Catholic Church, and shall not be heard or considered by the courts administering Civil Law of the State of Oklahoma or of the United States. This provision is intended to establish arbitration as the means of dispute resolution to the fullest extent authorized by Civil Law.

### ARTICLE XVI - OKLAHOMA GENERAL CORPORATION ACT

Subject to Article XV, above, the Oklahoma General Corporation Act, effective November 1, 1988, as amended from time to time, shall govern this Corporation insofar as the same is applicable to a corporation formed for religious, charitable and benevolent purposes, and all rights, powers, duties and immunities, whenever vested or accrued, or any person associated with the Corporation, including but not limited to, members, officers, Directors and creditors, shall be governed by such Act. However, in the event any provision of said Oklahoma General Corporation Act conflicts with any provision of the Oklahoma Statutes, specifically relating to nonprofit corporations, then in such event the latter shall control.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this  
\_\_\_\_\_ day of July, 2011, we acknowledge the same to be our acts.

Sister Catherine Powers  
Sister Catherine Powers

Louisa D. Eason  
Louisa D. Eason

David Johnson  
David Johnson



July 22, 2011

Oklahoma Department of Education  
2500 N. Lincoln Blvd, Rom 412  
Oklahoma City, Oklahoma 73105-4599

Re: Lindsey Nicole Henry/Good Shepherd Catholic School, Inc.

To Whom It May Concern:

The Archdiocese of Oklahoma City has requested Cole & Reed, P.C. provide a letter regarding the incorporation of Good Shepherd Catholic School, Inc. ("Good Shepherd"). The purpose of this letter is to address the requirements of 70 O.S. § 13-101.2 (OSCN 2011), *Lindsey Nicole Henry Scholarships for Students with Disabilities Program Act – Section H*, which states (emphasis added):

H. To be eligible to participate in the Lindsey Nicole Henry Scholarships for Students with Disabilities Program, a private school shall notify the State Department of Education of its intent to participate. The notice shall specify the grade levels and services that the private school has available for students with disabilities who are participating in the scholarship program. The State Department of Education shall approve a private school as eligible to participate in the scholarship program upon determination that the private school:

1. Meets the accreditation requirements set by the State Board of Education or another accrediting association approved by the State Board of Education;
2. Demonstrates fiscal soundness by having been in operation for one (1) school year or providing the State Department of Education with a statement by a certified public accountant confirming that the private school desiring to participate is insured and the owner or owners have sufficient capital or credit to operate the school for the upcoming year by serving the number of students anticipated with expected revenues from tuition and other sources that may be reasonably expected. In lieu of a statement, a surety bond or letter of credit for the amount equal to the scholarship funds for any quarter may be filed with the Department;

I have reviewed the Good Shepherd two-year budget proposal noting Good Shepherd is budgeting Year 1 breakeven therapy and tuition income of \$646,548, which will be funded via (a) \$224,000 of Oklahoma Act 1774 funds, (b) \$250,000 of board and private donations, and (c) \$172,548 of tuition charges to the parents/guardians of the students. Year 2 breakeven therapy and tuition income of \$646,548, which will be funded via (a) \$224,000 of Oklahoma Act 1774 funds, (b) \$150,000 of board and private donations, and (c) \$22,548 of tuition charges to the parents/guardians of the students.

I have also reviewed the Certificate of Incorporation of Good Shepherd Catholic School, Inc. filed with the Oklahoma Secretary of State on July 21, 2011. As part of this review, I noted, in Article VII - Membership, the sole member of Good Shepherd is Most Reverend Paul S. Coakley, Archbishop of the Archdiocese of Oklahoma City or his successor in office.

Cole & Reed, P.C.'s most recent audit of the Archdiocese of Oklahoma City Pastoral Office Funds is as of June 30, 2010 and reported the following:

• Total assets	\$ 127,046,316
• Unrestricted net assets	\$ 80,151,661
• Unrestricted net assets, excluding property and equipment	\$ 36,611,146

Based on the Archdiocese of Oklahoma City Pastoral Office Funds' audited financial condition as of June 30, 2010, Cole & Reed, P.C. believes the Archdiocese of Oklahoma City has sufficient capital or credit to operate the school for the upcoming year by serving the number of students anticipated with expected revenues from tuition and other sources that may be reasonably expected. As it relates to insurance for Good Shepherd, the Archdiocese of Oklahoma City will provide property, casualty, liability, and any other insurance coverage. Based on the Archdiocese of Oklahoma City Pastoral Office Funds' audited financial condition as of June 30, 2010, Cole & Reed, P.C. believes the Archdiocese of Oklahoma City has sufficient capital or credit to provide insurance coverage to Good Shepherd.

Cole & Reed, P.C. has not performed an audit of any periods subsequent to June 30, 2010; however, based on reviews of internal financial information provided by the Archdiocese of Oklahoma City, we are not aware of any financial matters that would result in a material deterioration of the Archdiocese of Oklahoma City's financial condition subsequent to June 30, 2010.

If you have any questions, please feel free to Ron Conner, Partner at (405) 218-4704.

Very truly yours,

*Cole & Reed P.C.*

Cole & Reed, P.C.