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By Brady Brown, Deputy

(SEAL)

O. G. Weaver, County Clerk

228034 C.J.

COMPARSED

DECLARATION OF TRUST

STATE OF OKLAHOMA

SS.

COUNTY OF TULSA

THIS AGREEMENT and declaration of trust made this 1st day of February, A.D. 1922, by and between Martin Blumenfeld and T.C. Wiley, duly elected, chosen and confirmed by all the subscribers to the shares of CHASE OIL & GAS COMPANY (a joint stock association without personal liability on the part of its members, subscribers, shareholders or trustees), as the trustees of said association, hereinafter called "the trustees", said two trustees being all of the shareholders of said association,

W I T N E S S E T H:

THAT WHEREAS it is proposed that the trustees shall acquire certain property rights and money, and shall employ and manage the same in the manner hereinafter set out, and it is likewise proposed that the beneficial interest in the property from time to time held by the trustees in the business and enterprises conducted by them, shall be divided into shares to be evidenced by certificates therefor, as hereinafter provided.

NOW, THEREFORE, the trustees aforesaid, whose election as such trustees, the election of their successors or associates and this declaration of trust shall be, and be deemed to be ratified, confirmed and accepted by all future shareholders in this association by virtue of their acceptance of the shares herein, now acting and speaking as well on behalf of their successors in this trust in their own behalf, hereby declare that they will hold said property rights and cash so to be acquired by them, as well as all other property which they may acquire as such trustees, together with the proceeds thereof, in trust, to manage and dispose of the same for the benefit of the holders from time to time of the certificates of shares issued and to be issued hereunder, in the manner and subject to the stipulations herein contained, to-wit:

FIRST: The trustees in their collective capacity shall be designated as far as practicable as CHASE OIL & GAS COMPANY, and under that name, so far as practicable, shall execute all instruments of writing in the performance of this trust, and conduct all business relative to the performance of this trust as hereinafter more fully stipulated.

SECOND: The trustees shall be two in number and may, by resolution, increase their number and elect additional trustees from among the shareholders of the association, which additional trustees shall have the power and authority, and be protected by the same provisions and conditions, as the original trustees hereunder, and shall also be deemed to be confirmed and accepted by the original and all future shareholders in the same manner as the original trustees and their successors, and upon the death or resignation or discontinuance of office of any trustee, his successor shall succeed to the rights and powers and be subject to the same duties and liabilities, and have the same compensation as his predecessor. The board of trustees so constituted shall remain in office until its successors are elected and is a self perpetuating body, and in case of the death, resignation or inability to act of any of said trustees, the remaining trustees shall have the power to accept any resignation and fill any vacancy, even though they are less than a quorum. When any trustee is elected by the remaining trustees, the trust estate shall vest in the new trustee, together with the continuing trustees without any further act or conveyance.

Said board of trustees shall elect its own officers and appoint such other officers of the company, and create such other offices as they may determine necessary in furthering