



ARTICLES OF AGREEMENT AND INCORPORATION

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OF

NORTH AMERICA OIL COMPANY.

KNOW ALL MEN BY THESE PRESENTS, That the Corporators hereinafter named have this day, and by these presents, formed a Corporation under the laws of the State of Oklahoma, and by these presents, formed a Corporation under and pursuant to the provisions of an Act of Congress, approved February 18, 1901, entitled "An Act relating to Corporations and to make said provisions applicable to said Territory," which said Act provides for the formation of Corporations for the purpose of engaging in, or other lawful business, and in evidence thereof do hereby execute the following Articles of Incorporation:

SECOND: I. The name of said Corporation shall be, North American Oil Company.

II. The names of the incorporators are Charles F. Craver, Clarence D. Coggeshall, Arthur H. Craver and Frank S. Craver.

III. The place of business is to be located at Tulsa, Indian Territory/ (State of Oklahoma) and in the United States and its office, for transaction of business shall be in the said city of Tulsa, or at such other place as the Board of Directors may select.

IV. The general nature of the business proposed to be transacted by this Corporation is to acquire, own, lease, occupy, use or develop, to purchase, exchange, sell or otherwise dispose of, to pledge, mortgage, hypothecate and deal in any real estate containing coal, oil, gas, shale, stone, asphaltum, lead, zinc, gold, silver, marble, salt and other minerals, and any wood lands, or other lands for any purposes of the Corporation; to survey and plat lands into lots, blocks, streets and alleys as additions to cities, towns and villages and for townsites, and to sell, lease or otherwise dispose of the same; to do a general real estate business, manufacturing and mercantile business; to make contracts, drill for, work, mine, operate, develop, manufacture, refine, reproduce and convert all minerals of whatever nature or character, especially oil and gas into any and all forms, combinations and conditions into which the same are capable of being converted, and to sell and dispose of the same; to construct or purchase bridges, buildings, houses, machinery, engines, cars and other equipment; railroads, street car lines, water-works, dams, gas-works, electric light works, telephone lines and ice plants and to sell the same, or otherwise to dispose thereof, or to maintain and operate the same; to own, handle and control letters patent, inventions and the shares of stock of other corporations; to borrow money and to execute notes, bonds, mortgages or deeds of trust to secure the same, and to exercise in respect to all such notes, bonds, mortgages, shares of stock and other securities and obligations all the rights, powers and privileges of individual holders and owners thereof, including the right to vote upon any share of stock owned by it to the same extent that a natural person might or could do; it is further and hereby expressly declared and provided that this corporation shall have power to issue bonds and other obligations, in payment for property purchased or acquired by it or for any other object in or about its business; to mortgage or pledge any stock, bonds, or other obligations, or any property which may be acquired by it, to secure any bonds or obligations by it issued or incurred, to guarantee any dividends on bonds or contracts of any kind and description, and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; to construct, own, equip and operate pipe-lines, for the purpose of transporting oil, water, gas and in general to do and acquire all things necessary to the proper conduct of the business of this corporation in the Indian Territory and elsewhere not inconsistent with the laws of the United States or of any state or Territory where operations may be undertaken and carried on hereunder.

V. The total amount of Capital Stock of said Corporation is One Hundred Thousand (\$100,000) Dollars divided into Four Thousand shares of the value of Twenty-five (\$25) Dollars each, of which One Hundred (\$100) Dollars has been subscribed by the Corporation aforesaid, and the residue thereof may be issued and disposed of as the Board of Directors may from time to time order and direct.

VI. The duration of this Corporation shall be perpetual.

VII. The affairs and business of the Corporation shall be conducted and controlled by the board of directors consisting of four (4) members, all of whom, shall be stockholders of the Corporation. Said Board of Directors shall elect one of its members as President and two of its members as Vice-President and shall also elect a Secretary and Treasurer, and such other officers as may be provided from time to time by the Board of Directors, or in the bylaws.

The Board of Directors shall have power to hold their meetings outside of the Indian Territory or of the state of Oklahoma, at such place or places as from time to time may be designated by the by-laws or by resolution of the Board. The number of directors may be increased, as may be provided in the by-laws, or authorized by law.

CERTIFICATE

VIII. The first election of directors shall be held immediately after the organization of the Corporation and said directors shall serve for one (1) year and until their successors are elected. The Board of Directors shall have power to fill vacancies in its own membership.

Any officer elected or appointed by the Board of Directors may be removed at any time by an affirmative vote of a majority of the whole Board of Directors. Any other officer or employee of the Corporation may be removed at any time by vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by vote of the Board of Directors. The Board of Directors, by the affirmative vote of a majority of the whole Board may appoint from the directors an executive committee, of which a majority shall constitute a quorum; and to such an extent as shall be provided by the By-laws, such committee shall have and may exercise all or any of the Board of Directors, includ-