

ARTICLES OF AGREEMENT AND INCORPORATION
OF
TULSA TRANSIT COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That the incorporators hereinafter named have this day associated themselves together, 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 to provide for the organization of the Indian Territory, certain provisions of the laws of Arkansas relating to corporations and to make such provisions applicable to said Territory, which said Act provides for the formation of corporations for the purpose of engaging in, or carrying on, any kind of manufacturing, mercantile, mining or other lawful business, and in evidence thereof do hereby execute the following Articles of Incorporation:

FIRST: The name of the Corporation shall be, "TULSA TRANSIT COMPANY."

II. The names of the Incorporators are, J.W. Bradley, S. Edminster and N.E. Porter.

III. The place of business is to be located at Tulsa, Indian Territory, (State of Oklahoma), and in the United States and its offices for the 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 all 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; to drill for, work, mine, operate, develop, manufacture, refine, reproduce, and convert all minerals of whatsoever nature or character 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 purchase lands, or secure the same as provided by law, and to make contracts therefor, for the purpose of building and constructing a steam or electric railway, to do all things necessary or incident to the securing or maintaining of its right-of-way; and to equip, operate and maintain the same; to secure land for depots, cattle yards, freight houses, round houses, repair shops and freight yards; to construct and operate power houses, to purchase and build bridges; to construct and operate dams for power purposes, and to do all things necessary or incident to the duties and purposes of a common carrier; 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 objects 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 for one year; to make 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 copartnership 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 the 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 Five Hundred Thousand (\$5,000,000.00) Dollars divided into Twenty Thousand (20,000) Shares of the par value of \$25.00 each. All of the stock of this corporation shall common stock, unless it is subsequently otherwise provided, according to law, by the Directors of this Corporation.

VI. The duration of this Corporation shall be perpetual.

VII. The affairs and business of the Corporation shall be conducted and controlled by a Board of Directors consisting of at least three (3) members, all of whom shall be stockholders of the Corporation. The Board of Directors shall elect one of its members as President and one 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 by the by-laws.

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.

VIII. The first election of the Directors shall be held immediately after the organization of the Corporation and the said Directors shall serve for one year and until their successors are elected. The Board of Directors shall have the 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