

ARTICLES OF AGREEMENT AND INCORPORATION

BRITTON-JOHNSON OIL COMPANY?

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BE IT KNOWN that we, the undersigned, A.M. Britton, George H. Johnson and C. J. Swasey, do hereby voluntarily associate ourselves together for the purpose of forming a private corporation, under and in pursuance of an act of Congress, approved February 18, 1901, and entitled "An Act to put in force in the Indian Territory certain provisions of the laws of Arkansas relating to corporations, and to make said provisions applicable to said Territory," and do hereby certify that, and we provide for incorporation for manufacturing and other lawful business purposes in the Indian Territory, and in evidence thereof do hereby execute the following Articles of Incorporation:

ARTICLE I: The name of this corporation shall be BRITTON-JOHNSON OIL COMPANY.

ARTICLE II: The purposes for which this corporation is formed is to own, hold and acquire, by grant, purchase, gift, devise and lease, oil, gas, and other mineral lands in the Indian Territory, and the Territory of Oklahoma; to sink, drill and operate gas and oil wells; to sell, convey, lease and sublease oil, gas and other lands in the Indian and Oklahoma territories, and to extract oil, gas and other minerals from under the surface of all lands owned by and acquired by it, and to generally do, perform, carry on and conduct an oil, gas and other mining business; to erect, build, construct and own reservoirs, tanks, warehouses and other receptacles for oil, and gas, and, to this end, said corporation shall have power, and is hereby authorized and empowered to lease purchase, own and acquire lands for the purpose of prospecting for oil, gas and other minerals, and to take land by grant, gift, purchase, devise and lease; to let, lease, sublease and otherwise dispose of all gas, oil and mineral rights acquired and owned by it, and to take by purchase, gift, devise, grant, lease or other conveyance, oil, gas and mineral rights in and to lands situated in the Indian Territory and Oklahoma Territory; said corporation shall also have power to establish places of business in the Indian Territory and the Territory of Oklahoma, and to hold directors' meetings in such cities in the Indian and Oklahoma territories, and in any such other places in the territories and states of the United States as its stockholders may deem advisable; to buy, rent, lease, sell and sublease all machinery, tools, apparatus and appliances necessary or convenient in drilling, operating and maintaining its said oil and gas wells, and other mining rights, and to store, ship, sell and otherwise dispose of its gas, oil and other minerals; to build, own, construct, operate and maintain all such pipe lines as may be necessary to convey, transmit and transport all oil produced by it to market, and for the purpose of securing a sufficient supply of oil, gas and water to run and operate all machinery and appliances owned, leased or operated by it.

ARTICLE III: The place where the principal business of this corporation shall be conducted shall and carried on is Tulsa, in the Western District of the Indian Territory, but such corporation shall have power, and is hereby authorized to establish offices in the Indian Territory, and in such other cities and towns of the United States as it may deem necessary, advantageous or expedient for the conduct and carrying on of its said business.

ARTICLE IV: The amount of capital stock of said corporation shall be One Hundred Thousand (\$100,000.00) Dollars, and is divided into four thousand (4000) shares of the par value of Twenty five (\$25.00) Dollars each, of which Fifty Thousand Twenty Five (\$50,000.00) Dollars has been subscribed by the incorporators aforesaid.

ARTICLE V: The affairs and business of the corporation shall be conducted and controlled by a Board of Directors, consisting of three (3) members, all of whom shall be stockholders of the corporation; said board of directors shall elect one of its members as president, and one of its members as vice president, and shall also elect one of its members as secretary and treasurer.

ARTICLE VI: The first election of directors shall be held immediately after the organization of the company, and said directors shall serve for one (1) year, and until their successors are elected.

ARTICLE VII: The board of directors is empowered to ordain and establish all by laws and regulations necessary to the management and business of this corporation, and to alter and repeal the same at pleasure.

ARTICLE VIII: All deeds, leases, contracts, conveyances and other like written instruments shall be executed by the president, by and on behalf of the corporation, and attested by the Secretary, under the seal thereof.

ARTICLE IX: The first meeting of the incorporators of this corporation for organization shall be held in Tulsa, Indian Territory, at the offices of Wrightsman, Diggs & Bush, at two (2) o'clock P.M. on the 26th day of September, 1907, the subscribers hereto waiving written notice of the time and place of said meeting.

IN TESTIMONY WHEREOF we have hereunto set our hands on this, the 26th day of September, 1907.

A.M. Britton,
Geo. H. Johnson,
C. J. Swasey.

C E R T I F I C A T E .

WHEREAS, A.M. Britton, George H. Johnson and C. J. Swasey have associated themselves together as a body politic and corporate, to be known as BRITTON-JOHNSON OIL COMPANY; and,

WHEREAS, the said incorporators, being the subscribers to the capital stock of said corporation, have waived the fifteen (15) days' notice required by law, and called a meeting for the organization of the said company to be held in Tulsa, Indian Territory, at the law offices of Wrightsman, Diggs & Bush, at two (2) o'clock P.M. on the 26th day of September, 1907; and,

AND WHEREAS, at the time and place above set out the meeting of the subscribers aforesaid was held to organize said corporation, and elect three (3) directors; and,

WHEREAS, at said meeting the following named persons were elected directors to-wit: A.M. Britton, George H. Johnson and C. J. Swasey; and,