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ARTICLES OF AGREEMENT AND INCORPORATION OF

OKTAHA OIL COMPANY.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, hereinafter named, have this day, and by these presents, formed a Corporation under and in pursuance of an Act of Congress approved February 18th, 1901, entitled "An Act of Congress 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," which said Act provides for incorporations 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 said Corporation shall be:-

I. The name of the said Corporation shall be:-OKTAHA OIL COMPANY.

SECOND: The Corporation is:-

II. The Corporators are:- Frank Chesley, W.B. Conoley and C.W. Deming.

III. The place of business is to be located at Tulsa, Indian Territory, (State of Oklahoma), and the United States, and its office 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.

THIRD: The 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, 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, 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 in- to 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 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 objects in or about its business, or for the purpose of which of attaining and furthering its 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, or contracts of any kind and description; and in carrying on its business, or for the purpose of attaining and furthering 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 pipelines 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.

TENTH: That the total amount of Capital Stock of the Corporation is Twenty Five Thousand Twenty Five Dollars (\$25,025.00), of which Seventy Five Dollars (\$75) has been subscribed by the Corporators aforesaid, and such amount of Capital Stock may be increased to a capitalization of One Hundred Thousand Dollars (\$100,000), as provided by law, 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 Capital Stock shall be divided into One Thousand and One (1,001) shares of the value of Twenty Five Dollars (\$25) each.

VII. The affairs and business of the Corporation shall be conducted and controlled by a Board of Directors consisting of three members all of whom shall be stockholders of the Corporation. The Board of Directors shall have the power to hold their meetings outside of the Indian Territory or 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 by the By-laws or authorized by law. Said Board of Directors shall elect one of its members as President; and one of its members as Vice-President; and shall also elect a Secretary and Treasurer.

VIII. The duration of this corporation shall be perpetual.

IX. The election of Directors shall be held immediately after the organization of the Corporation, and said directors shall serve 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 shall have power, from time to time, to fix and determine and to vary the amount of the Working Capital of the Corporation; and to direct and determine the use and disposition of any surplus or net profits.

Subject always to by-laws made by the Stockholders, the Board of Directors may make By-laws, and from time to time, may alter, amend or repeal any by-laws; but by-laws made by the Board of Directors may be altered or repealed by the