



# ARTICLES OF AGREEMENT AND INCORPORATION OF

C. W. DEMING 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 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 the formation of Corporations for the purpose of engaging in or carrying on, any kind of manufacturing, mercantile, mining, or other legal business; and in view thereof do hereby execute the following Articles of Incorporation: said Corporation shall be

SECOND: I. The name of said Corporation shall be:- C.W. DEMING COMPANY.

II. The names of the Incorporators are:- M. B. Deming, 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 to be located at

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 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, 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 for any other objects in or about its business; to mortgage or pledge any stock, bonds or other obligation 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, and 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 empowered to ordain and establish all by-laws and regulations necessary to the management and business of said Corporation, and alter and repeal same at pleasure.

V. The total amount of Capital Stock of said Corporation is Five Hundred Thousand Dollars (\$500,000.00) divided into Twenty Thousand (20,000) shares of the par value Twenty five Dollars (\$25.00) each. Of such capital stock Two Hundred and Fifty Thousand Dollars (\$250,000) divided into Ten Thousand (10,000) shares of Twenty-five Dollars (\$25.00) each shall be Preferred Stock and Two Hundred and Fifty Thousand Dollars (\$250,000) divided into Ten Thousand (10,000) shares of Twenty Five Dollars (\$25.00) each shall be Common Stock.

From time to time, the Preferred Stock and the Common Stock may be increased, according to law, and may be issued in such amounts and in such proportion as to Preferred and Common Stock as shall be determined by the Board of Directors, and as may be permitted by law.

The holders of the Preferred stock, shall, to the exclusion of the Common Stock, receive dividends, when and as declared by the Board of Directors, from the surplus or net profits of the Corporation, until said dividends have netted to the holders of the Preferred Stock, at total of one hundred per cent (100%); and when said one hundred per cent (100%) have been accrued and have been paid to the holders of the preferred stock, then shall holders of the common stock and of the preferred stock share and share alike in the surplus or net profits of this corporation. The dividends on the preferred stock shall be cumulative, and shall be payable before any dividends on the common stock shall be paid or set apart.

In the event of any liquidation or dissolution or winding up (Whether voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid in full, both the par amount of the shares and unpaid dividends thereon, before any amount shall be paid to the holders of the common stock; after the payment of the preferred stock of its par value and the unpaid dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock, according to their respective shares. The preferred stock and the common stock shall each have the same voting power each share of each of said stocks, to be entitled to one vote at all stockholders meetings.

VI. The duration of this corporation shall be perpetual.

AND WHEREAS, The said Incorporators being the subscribers to the capital stock of the said Corporation have waived the fifteen days' notice as required by law, and a resolution of the Board of Directors of the said Corporation shall be controlled and conducted by the Board of Directors, consisting of three or more directors, all of whom shall be stockholders of the Corporation. Said Board of Directors shall elect one of its members as President, one as Vice-President, and shall also elect a Secretary and Treasurer, and such other officers as may from time to time be provided by the Board of Directors, or by the by-laws.