

The Board of Directors shall have the power to hold their meetings outside the Indian Territory or of the States 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 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 the 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, and such committee shall have and may exercise all or any of the powers of the Board of Directors, including power to cause the seal of the Corporation to be affixed to all papers that may require it. The number of the members of the executive committee shall be prescribed by the by-laws. The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint any other standing committees, and such standing committees shall have and may exercise such powers as shall be conferred or authorized by the by-laws or by the Board of Directors.

The Board of Directors may appoint not only other officers of the Corporation; but also one or more Vice-Presidents, one or more Assistant Treasurer and one or more Assistant Secretaries; and to the extent provided in the by-laws, the persons so appointed, respectively, shall and may exercise all the powers of the President, of the Treasurer and of the Secretary, respectively.

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; and in its discretion, the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring its bonds or other obligations, or shares of its own capital stock to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient; and share such capital stock so purchased or acquired may be resold, unless such shares shall have been acquired for the purpose of decreasing the Corporation's Capital Stock, as provided by law. The Board of Directors, from time to time, shall determine whether and to what extent and at what time and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or book or document of the Corporation, except as is expressly conferred by statute or the Board of Directors, or by resolution of the stockholders.

Subject always to by-laws made by the stockholders, the Board of Directors may make bylaws, 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 stockholders at any annual meeting or at any special meeting provided notice of such proposed alteration or repeal be included in the notice for such meeting. This corporation shall have full power and authority to sell, assign, transfer and convey or otherwise dispose of its property and franchises as an entirety, or going concern or to consolidate its property and franchises with any other corporation, either for cash or in exchange for other property or securities, on such terms and conditions as the Board of Directors may deem proper and fair, provided, the same be ratified by an affirmative vote representing two thirds (2/3) of its capital stock at a stockholders' meeting, held for such purpose in pursuance of the provisions of the By-laws. Said Corporation have hereunto set their hands on this day of

IX. The first meeting of said incorporators for the purpose of organization shall be held in Tulsa in the Western District of the Indian Territory, at the office of Lawrence & Gormly at four o'clock P.M. on the 22nd day of August, A.D. 1907. The subscribers hereto, hereby waive notice of said meeting.

IN TESTIMONY WHEREOF, We have hereunto set our hands on this, the 22nd day of August, A.D., 1907.

Directors

M. B. Deming,
W. B. Conoley,
C.W. Deming.

Directors.

UNITED STATES OF AMERICA, INDIAN TERRITORY,

District,

" CERTIFICATE "

WHEREAS, C. W. Deming, W. B. Conoley, and M. B. Deming, have associated themselves together as a body politic and corporate, to be known as C. W. Deming Company, and

WHEREAS, the said incorporators, being the subscribers of the Capital Stock of said Corporation, have waived the fifteen (15) days notice as required by law, and called a meeting for organization to be held in Tulsa, Indian Territory, at the office of Lawrence & Gormly at four o'clock P.M. on the 22nd day of August A.D. 1907, and

WHEREAS, at said meeting the following named persons were elected directors to-wit:- C. W. Deming, W. B. Conoley and M. B. Deming, and

WHEREAS, at a meeting of the said directors M. B. Deming was elected President, W. B. Conoley was elected Vice-President and C. W. Deming was elected Secretary and Treasurer.

In Testimony Whereof, NOW THEREFORE, The said M. B. Deming as President, and the said W. B. Conoley, and C. W. Deming as directors, do in pursuance of law, issue this Certificate, verified by their oaths, and do certify as follows:-

Said corporation is formed for the purpose of:-
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