

ARTICLES OF AGREEMENT AND INCORPORATION

OF

The Panhandle Oil & Gas Company

Know all Men by these Presents, That the Corporators 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 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:

FIRST: The name of said Corporation shall be *The Panhandle Oil & Gas Company*

SECOND: The Corporators are *A. T. Calt, W. H. Reese & Adrian S. Houch*

THIRD: The place of business is to be located at *Tulsa, Indian Territory* and its office for the transaction of business shall be in *Tulsa, Indian Territory* or at such other place as the Board of Directors may select.

FOURTH: The general nature of the business proposed to be transacted by this Corporation is to locate, purchase, lease or otherwise acquire lands, mineral claims, water rights, franchises, mill sites, timber lands & particularly lands containing or believed to contain petroleum, oil, springs, gas deposits to carry on the business of searching for, prospecting, producing, refining, piping, storing, transporting, supplying, buying, selling, manufacturing, distributing, gas, petroleum, oil, and their products & by products to construct, build, operate & maintain oil wells, refineries, buildings, machinery, plants, stores & warehouses to handle, store, transport & prepare for market oil & oil products by products & gas to lay, construct, maintain, operate, pipe lines & pumping stations for the purpose of transporting oil & gas for commercial or domestic purposes to erect, maintain & operate refineries, mills, work dwelling, houses for workmen & others to manufacture, buy, sell, import, export & generally deal in machinery, pumps, drills, pipe, caps, candles, implements & conveniences suitable for use in connection with the oil & mining business.

FIFTH: The amount of capital stock of said Corporation shall be *Forty Thousand (\$40,000)* Dollars; of which *Nine Thousand seven hundred fifty (\$9,750)* Dollars has been subscribed by the Corporators aforesaid, and the residue thereof may be issued and disposed of as the Board of Directors may from time to time order and direct.

SIXTH: The capital stock shall be divided into *Sixteen hundred (1600)* shares of the value of \$25.00 each.

SEVENTH: 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 a Secretary and Treasurer.

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

NINTH: The Board of Directors are 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.

TENTH: The first meeting of said Corporators for organization shall be held in *Tulsa, Indian Territory* at the office of *Wrightman & Dippel Houch* at *4* o'clock *P.M.* on the *29th* day of *March* 190*4*. The subscribers hereto hereby waive notice of said meeting.

IN TESTIMONY WHEREOF, We have hereunto set our hands, on this the _____ day of _____ 190_____

A. T. Calt
W. H. Reese
Adrian S. Houch

CERTIFICATE

WHEREAS, *A. T. Calt, W. H. Reese & Adrian S. Houch*

have associated themselves together as a body politic and corporate, to be known as *The Panhandle Oil & Gas Company*

AND WHEREAS, The said Corporators being the subscribers to the capital stock of the said Corporation have waived the fifteen days' notice as required by law, and called a meeting for organization, to be held in *Tulsa, Indian Territory* at the office of *Wrightman & Dippel Houch* at *4* o'clock *P.M.* on the *29th* day of *March* 190*4*.