

ARTICLES OF AGREEMENT AND INCORPORATION

Walter 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 Walker Oil & Gas Company

SECOND; The Corporators are.

SECOND: The Corporators are *J. A. Friend, B. V. Pettus, W. H. Rogers, L. J. Patham, J. L. Crawford, W. J. Torbet, Frank Miller, C. P. Jones, C. S. Walker and Gray Carroll*

THIRD: The place of business is to be located at the City of Tulsa in the Indian Territory and its office for the transaction of business shall be in the Reedder Building in said City 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 in the Indian Territory and Oklahoma Territory and elsewhere in or out of the United States of America to explore and prospect for oil, gas, to produce, refine, heat, manufacture, pipe, transport, deal in, buy, sell, exchange of water, petroleum, oil and gas to that end, to purchase, acquire, construct, lay, hold, own, operate and dispose of pipe lines, tanks, manufactures, refineries, tank cars, all other machinery, tools, implements, appliances and agencies deemed necessary and expedient for the accomplishment of said objects, purposes to acquire by purchase, lease, sub-lease, exchange or by any lawful means to become owners of, hold, hold, own, operate mortgage, sell, convey and otherwise dispose of and deal in mining lands, leases, rights of deposits of rock, earth and water, to acquire, own, hold, and dispose of real estate, to borrow money, incur indebtedness and to evidence the same by the notes, bonds, or other obligations of this corporation, to secure the payment of loans, advancements or other indebtedness of this corporation by mortgage, deed of trust or other form of incumbrance upon all or any portion of the property or property rights of this corporation, to enter into and make any lawful trade traffic or transportation arrangements or agreements with any other persons, firms or corporations for any purpose deemed necessary or advisable, and to do and perform all other acts and things that are lawful and that may be deemed necessary or expedient for properly carrying out the objects and purposes herein above set forth.

FIFTH: The amount of capital stock of said Corporation shall be One Hundred Thousand Dollars; of which Two Thousand Two Hundred Eighty Dollars has been subscribed by the Corporators aforesaid, and the residus 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 Four Thousand 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 Five 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 the Rudden Building in the City of Tulsa, Indian Territory at the office of McDougal Walker & Carroll at 10 o'clock A.M. on the _____ day of _____ 190____. The subscribers hereto hereby waive notice of said meeting.

IN TESTIMONY WHEREOF, We have hereunto set our hands, on this the 16th day of May, 1907

Gray, Carroll
J. P. Jones
C. L. Walker
B. H. Pettus

J. A. Friend
B. F. Pettus
W. H. Rogers
L. D. Lathrop
J. L. Crawford
W. J. Tackett
Frank Miller

CERTIFICATE

WHEREAS, J. A. Upstead, B. F. Pettus, M. H. Rogers, L. D. Latham,
J. C. Crawford, W. J. Torbet, Frank Miller, W. P. Jones, C. S. Walker,
and Gray Darrell,
have associated themselves together as a body politic and corporate, to be known as Walker 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 Recker Building in the city of Tulsa, Indian Territory at the office of W. D. Sengal, Charles H. Carroll at 10 o'clock 9 m on the 16th day of May 1907.