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ARTICLES OF AGREEMENT AND INCORPORATION

J. M. Abbott & Co.

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

J. M. Abbott & Co.

SECOND: The Corporators are

J. M. Abbott Sr., W. P. Binyon & E. P. Perry,

THIRD: The place of business is to be located at

Tulsa, I. T.

and its office for the transaction of business shall be in Tulsa, I. T. or at such other place as the Board of Directors may select. X

FOURTH: The general nature of the business proposed to be transacted by this Corporation is *To hold, acquire, by grant, purchase, gift, devise, lease or sublease, oil, gas and other mineral lands in the Indian Territory, in all other states, territories of the United States & Territories of the United States & in foreign countries. To sink, drill, operate oil & gas wells; to buy, sell, convey, lease, sublease, & mortgage oil, gas & other mineral lands in the Indian Territory & in all states & territories of the United States & in foreign countries. To prospect for, extract, oil, gas & all other minerals from the surface of all lands, owned, leased, or otherwise acquired, by itself or generally do, perform & carry on an oil, gas or other mining business to-day, build, own & operate gas & oil pipe lines to connect said mines with other like lines, to furnish & supply cities, towns, villages & other municipalities in the Indian Territory or in any other state or territory in the United States with gas or oil for lighting or fuel purposes. To acquire rights of way for pipe lines for the transportation of oil, gas & to construct, build & own pumping stations, reservoirs & other receptacles for the storage & transportation of oil & gas.*

FIFTH: The amount of capital stock of said Corporation shall be *One Million (\$1,000,000)* Dollars; of which *Seventy-five (75)* 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 *40,000* 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 *3 to 7* 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, I. T.* at the office of *E. P. Perry* at *8* o'clock *P. M.* on the *7th* day of *August* 190*7*. X The subscribers hereto hereby waive notice of said meeting.

IN TESTIMONY WHEREOF, We have hereunto set our hands, on this the *7th* day of *August*, 190*7*.

J. M. Abbott
W. P. Binyon
E. P. Perry

CERTIFICATE

WHEREAS,

J. M. Abbott & Co. W. P. Binyon & E. P. Perry

have associated themselves together as a body politic and corporate, to be known as *J. M. Abbott & Co.*

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, I. T.* at the office of *E. P. Perry* at *8* o'clock *P. M.* on the *7th* day of *August* 190*7*.