

ARTICLES OF AGREEMENT AND INCORPORATION

Upland Oil 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 *Upland Oil Company*

SECOND: The Corporators are *W. A. Springer, L. R. Lewis, E. R. Minshale*

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

The purpose of this corporation is to engage in the oil business, to acquire, lease, and operate oil lands, to drill for and produce oil, and to sell and dispose of the same. The corporation is authorized to acquire, lease, and operate oil lands, to drill for and produce oil, and to sell and dispose of the same. The corporation is authorized to acquire, lease, and operate oil lands, to drill for and produce oil, and to sell and dispose of the same.

FIFTH: The amount of capital stock of said Corporation shall be *Fifty Thousand* Dollars; of which *Seventy-five* 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 *Two 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 *three* 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. *Provided, however, The number of directors may be increased to five at any annual meeting of the stockholders.*

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 *Muskogee, Indian Territory* at the office of *Levly, Givins and Smith* at *11:00* o'clock *A.M.* on the *31st* day of *August* 1907. The subscribers hereto hereby waive notice of said meeting.

IN TESTIMONY WHEREOF, We have hereunto set our hands, on this the *31st* day of *August* 1907.

*W. A. Springer,
L. R. Lewis
E. R. Minshale*

CERTIFICATE

WHEREAS,

W. A. Springer, L. R. Lewis and E. R. Minshale

have associated themselves together as a body politic and corporate, to be known as *Upland Oil 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 *Muskogee, Indian Territory* at the office of *Levly, Givins and Smith* at *11:00* o'clock *A.M.* on the *31st* day of *August* 1907.