

ARTICLES OF AGREEMENT AND INCORPORATION

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OF

KIRKWOOD OIL COMPANY.

P.D. 22-
P.L.
C.L.
C.D.
C.I.

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.-

ARTICLE I. The name of the said Corporation shall be:- KIRKWOOD OIL COMPANY.

ARTICLE II. The Corporators are: Oscar M. Lancaster, Lawrence K. Cone, LeRoy M. Drown, Grant R. McGullough.

ARTICLE III. The place of business is to be located at Tulsa, Indian Territory, (State of Oklahoma), and the United States, and its office for the transaction of business shall be in the said City of Tulsa, or at such other place as the Board of Directors may select.

ARTICLE IV. The general nature of the business proposed to be transacted by this Corporation, is:

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 dispose of the same; to do a general real estate business, manufacturing and mercantile business; to make contract, drill for, work, mine, operate, develop, manufacture, refine, reproduce and convert all minerals of whatsoever nature or character into any and all forms, combinations and conditions into which the same are capable of being converted, and to sell and dispose of the same; to construct or purchase buildings, houses, machinery, engines, cars and other equipment; railroads, street-car lines, water-works, dams, gas-works, electric light works, telephone lines and ice-plants, and to sell the same or otherwise dispose thereof, or to maintain and operate the same; to own, handle and control letters patent, inventions and the shares of stock of other corporations; to borrow money and to execute notes, bonds, mortgages, or deeds of trust to secure the same, and to exercise in respect to all such notes, bonds mortgages, shares of stock and other securities and obligations all the rights, powers and privileges of individual holders and owners thereof, including the right to vote upon any share of stock owned by it to the same extent that a natural person might or could do; it is

further and hereby expressly declared and provided that this corporation shall have power to issue bonds and other obligations in payment for property purchased or acquired by it or for any other objects in or about its business, or for the purpose of attaining and furthering its objects in or about its business; to mortgage or pledge any stock, bonds, or other obligations, or any property which may be acquired by it, to secure any bonds or obligations by it issued or incurred; to guarantee any dividends on bonds, or contract of any kind and description; and in carrying on its business, or for the purpose of attaining and furthering its objects to do any and all other acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law; to construct, own, equip and operate pipe-lines for the purpose of transporting oil, water, gas and in general to do and acquire all things necessary to the proper conduct of the business of this corporation in the Indian Territory and elsewhere not inconsistent with the laws of the United States or of any state or Territory where operations may be undertaken and carried on hereunder.

V. The total amount of Capital Stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) of which One Hundred and Fifty Dollars (\$150) has been subscribed by the Corporators aforesaid.

VI. The capital Stock shall be divided into Four Thousand (4,000) Shares of the value of Twenty Five Dollars (\$25) each.

VII. The affairs and business of the corporation shall be conducted and controlled by a Board of Directors consisting of four members all of whom shall be stockholders of the corporation. The Board of Directors shall have the power to hold their meetings outside of the Indian Territory or the State of Oklahoma, at such place or places, as, from time to time, may be designated by the By-laws or authorized by law. 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.

VIII. The duration of this corporation shall be perpetual.

IX. The election of Directors shall be held immediately after the organization of the Corporation, and said directors shall serve one year (1) 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 a 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 shall have power, from time to time, to fix and determine the amount of the working Capital of the Corporation; and to direct and determine the use and disposition of any surplus or net profits. Subject always to By-laws made by the Stockholders, the Board of Directors may make By-laws, and from time

required by law, and called a meeting for organization, to be held in _____ at the office of _____ at _____ o'clock _____ on the _____ day of _____ 190_____.