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# ARTICLES OF AGREEMENT AND INCORPORATION

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### WINNER OIL COMPANY.

#### KNOW ALL MEN BY THESE PRESENTS:

That the Incorporators hereinafter named have this day associated themselves together, and by these presents, formed a Corporation under and pursuant to the provisions of an Act of Congress, approved February 18, 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 such provisions applicable to said Territory," which said Act provides for the formation of Corporations for the purpose of engaging in, or carrying on, any kind of manufacturing, mercantile, mining or other legal business, and in view thereof do hereby execute the following Articles of Incorporation:

I. The name of said Corporation shall be: WINNER OIL COMPANY.

II. The names of the Incorporators are: Henry C. Walkley, John F. Lawrence and W. Ward Cornelius.

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.

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 land, or other lands into lots, blocks, streets and alleys as additions to cities, towns and villages and for townships, and to sell, lease or otherwise dispose of the same; to do a general real estate business, 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 bridges, buildings, houses, machinery engines, cars and other equipment; railroads, street-car lines, telephone lines and ice plants, and to sell the same or otherwise to 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 bonds, notes, 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,

FIFTH: The amount of capital stock of said Corporation shall be 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 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; 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 contracts 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.

SIXTH: We have hereunto set our hands, on this the \_\_\_\_\_ day of \_\_\_\_\_, 190\_\_\_\_, The total amount of Capital Stock of said Corporation, is Twenty-five Thousand (\$25,000.00) Dollars, divided into One Thousand (1000) shares, of the par value of Twenty-five (\$25.00) Dollars each. All of the Capital Stock of this Corporation shall be common stock, unless otherwise provided, according to law.

From time to time, the Capital Stock of this Corporation may be increased according to law, and may be issued in such amounts as shall be determined by the Board of Directors, and as may be permitted by law.

VII. The duration of this Corporation shall be perpetual.

VIII. The affairs and business of the Corporation shall be controlled and conducted by the Board of Directors consisting of three or more Directors, all of whom shall be stockholders of the corporation. Said Board of Directors shall elect one of its members as President, one as Vice-President, and shall also elect a Secretary and Treasurer, and such other officers as may, from time to time, be provided by the Board of Directors, or by the By-laws. The Board of Directors shall have the power to hold their meetings outside of the Indian Territory, or of the State of Oklahoma, at such place or places as, from time to time, may be designated by the By-laws or by resolution of the Board. The number of Directors may be increased, as may be provided in the By-laws, or authorized by law.

VIII. 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. 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