

Miscellaneous Record, No. 19, Madison County

Earlham Oil & Gas CO.,
to
The Public)

Articles of
Incorporation

Filed for record the 29 day of August A.D. 1919
at 9.30 o'clock A.M.

Hettie E. Winship Recorder
Winifred Whedon Deputy
2079
fee \$ 1.30

We, whose names are hereta subscribed hereby associate ourselves into a Body Corporate under the provision of Chapter 1, Title IX of the Code of Iowa and Acts amendatory thereof, assuming all the powers, rights and privileges granted Bodies Corporate and all the duties and obligations imposed by said Chapter and Title and do adapt the following Articles^{of} incorporation to-wit:

Article I. the name of this Corporation shall be Earlham Oil and Gas Company

Article II. The principal place of business of this Corporation shall be at Earlham in the County of Madison and State of Iowa.

Article III. The object of this Corporation is to buy, sell and lease real estate and to prospect and drill for oil, gas and oil products in the State of Kansas and any other State in the United States that the said Corporation may desire, and to produce, refine, buy and sell oil, gas and oil products and to buy and sell leases on oil wells and to buy and sell leases for the right to prospect for and drill for oil and gas, and the right to remove gas and oil from real estate in the United States of America.

The Corporation shall have the right to buy, hold, sell and convey personal property that maybe necessary or convenient for the proper conduct of the affairs of the Corporation.

All conveyances of real estate made by the Corporation shall be executed by the President and countersigned by the Secretary with an impression of the Corporate Seal attached; and all releases of mortgages, liens, judgments and other claims that are required by law to be made of record maybe executed by the President, Vice President or Secretary of the Corporation.

Article IV. The amount of Capital Stock authorized is Forty Thousand (\$40,000) Dollars divided into shares of One Hundred (\$100) Dollars each. The Corporation may commence business when Fifteen Thousand (\$15,000) Dollars in stock has been issued and fully paid for.

No stock shall be issued until the Corporation has received payment in full therefore at par in cash or property provided, however, that when stock has been issued for anything other than money; it must be subject to the approval of the executive council of Iowa, as provided by Law. The capital stock authorized maybe increased by vote of two-thirds in interest of all the stock holders, by the adoption of an amendment to these articles. When the outstanding capital is increased, the additional shares shall be offered to the existing stockholders proportionately to their holdings at not less than par.

Article V. The corporate period of this corporation shall begin on the date the Secretary of State issues a certificate of incorporation, and shall terminate at the expiration of twenty (20) years from said date unless sooner dissolved by a majority vote of the stockholders at any annual meeting, or at a special meeting called for that purpose, or by unanimous consent as provided by law.

Article VI. The affairs of this corporation shall be managed by a board of five directors, who shall elect a president, vice-president, Secretary and treasury and such such other officers as they may see fit or as may be provided for by the by-laws of

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this corporation.

Article VII. The annual election shall be held on the first Monday of January of each year. Until the first election, which shall be held on the first Monday of January 1920 the following persons shall be directors.

- C.D.Coggeshall Tulsa, Oklahoma
- A.B.Schalkle Earlham, Iowa.
- Harry W.Hill Earlham, Iowa.
- R.G.Hoskins Earlham, Iowa.
- R.B.Hunter Earlham, Iowa.

and the following persons shall be officers.

- President C.D.Coggeshall Tulsa, Oklahoma
- Vice President A.B.Schalkle Earlham, Iowa.
- Secy & Treas Harry W.Hill Earlham, Iowa.

The officers of this corporation shall hold office for the term of one year or until their successors are elected, and have qualified. Every Director shall be a stockholder and if any director shall sell or transfer his stock in this corporation he shall at once cease to be a director. The board of directors may fill all vacancies occurring in its membership between annual elections by the appointment of qualified persons to hold office for the remainder of the term. Special meetings of the stockholders may be called at any time by the president giving ten (10) days' notice in writing to the stockholders. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him, which vote he may cast or by written proxy.

Article VIII. The highest amount of indebtedness to which this corporation may at any time subject itself shall not exceed two-thirds of its paid up and outstanding capital stock.

Article IX. The private property of the stockholders shall be exempt from corporate liability except to the extent and in the manner provided by the laws of the State of Iowa.

Article X. The corporation may make and alter by-laws at pleasure, and may authorize the board of directors to do so, subject to such restrictions as may be deemed advisable.

Article XI. Amendments to these articles may be made at any annual meeting of the stockholders, or at a special meeting called for the purpose, two-thirds of all stockholders in interest voting in such amendments.

Dated this 28 day of August 1919.

C.D.Coggeshall
 Harry W.Hill
 R.B.Hunter
 A.B.Schalkle
 R.G.Hoskins

State of Iowa County SS: Be it remembered, That on this 28th day of August, 1919, before me, a Notary Public in and for said county and state, personally appeared C.D.Coggeshall, A.B.Schalkle, Harry W.Hill, R.G.Hoskins, and R.B.Hunter, said persons being to me personally known to be the identical persons whose names are subscribed to the foregoing Articles of Incorporation, and each for himself acknowledged the same to be his free and voluntary act and deed for the uses and purposes therein expressed

Witness my hand and notarial seal at Earlham in the county of Madison

State of Iowa, the day and year last above written.

Wallace G. Jackson
Notary Public.

