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COMMONWEALTH OF KENTUCKY

OFFICE OF Secretary of State

JAMES P. LEWIS, SECRETARY

CORPORATION DEPARTMENT.

I, James P. Lewis, Secretary of State of the Commonwealth of Kentucky, hereby certify that Articles of Incorporation have this day been filed in my office by the

..... PHOENIX OIL PRODUCTION COMPANY

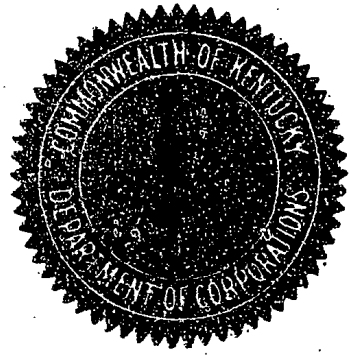
Said Articles of Incorporation show that said corporation has a capital stock of FIFTY THOUSAND Dollars

and the license fee of FIFTY Dollars which is one tenth of one per cent of the capital stock, having been this day paid into the Treasury as required by law, the said Corporation is now authorized to transact business in this State subject to the restrictions imposed by law.

Given under my hand as Secretary of State, this 6th day of January 1918

James P. Lewis
Secretary of State

By L. L. Farmer
Chief Clerk, Corporation Department.



I, S. H. Lewis, Clerk of the County Court of Fayette County,
in the State of Kentucky, do hereby certify that on this day the
foregoing Articles of Incorporation of "Phoenix Oil Production
Company" were produced to me in my office, and ordered to be recorded,
wherefore the same with certificate thereon ordered and this my
certificate has been duly recorded in my office.

Witness my hand this 8th day of October 1917.

S. H. Lewis Clerk
By Better Baker D O

State of Kentucky,)
Fayette County.) Sec.

I, THEO. LEWIS, Clerk of the County Court of Fayette County, State of Kentucky, and as
such the custodian of the Seal and all Records of or appertaining to said court, do hereby certify the
foregoing to be a true and accurate copy of the Articles of Incorporation of
"Phoenix Oil Production Company",
as the same appears of record in my office.

IN TESTIMONY WHEREOF Witness my hand, the ~~SEAL~~,

this 6th day of October, 1917

S. H. Lewis
Clerk Fayette County Court

THIS INSTRUMENT WITNESSETH: That we the undersigned persons have associated ourselves to establish a corporation for the transaction of the kind of business hereinafter set out.

- (1) The name of said corporation shall be Phoenix Oil Production Company
- (2) The principal office of said corporation shall be located in the city of Lexington, Ky.,
- (3) The nature of the business, objects and purposes proposed to be transacted, promoted and carried on, is as follows: To acquire by purchase or otherwise and to own, lease, hold, convey, develop, equip, maintain, operate and otherwise deal in and with land containing, or believed to contain oil, petroleum, asphaltum, mineral gases, metals, ores, coal and other minerals and mineral substances; to prospect, search and explore for oil, petroleum, asphaltum, ores, coal, and other minerals, mineral gases and mineral products; to locate, lease, control, develop, equip, maintain and operate oil wells, gas wells or rights and interests therein; to buy, sell, hold, own and deal in oil, gas, coal and mineral royalties, leases, contracts, and options.

In furtherance and not in limitation of the powers conferred by law it is expressly provided that this corporation shall also have the following powers to purchase, take, own, hold, lease, mortgage or otherwise deal in and to locate, lease, convey, and dispose of real property where ever with that such or any be necessary for the transaction of the business of said corporation; to enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, or corporation, town, city, county, or territory or government, in that, all or any, and deal in the stocks, bonds and securities of the same when necessary in the ordinary course of the business of the said corporation.

To issue and sell, repurchase or otherwise dispose of its own or other from time to time and to issue the same by mortgage, pledge, lease or trust, or otherwise; and to make, draw, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange and other negotiable instruments in the ordinary course of business of this corporation so far as the same are permitted by law.

To purchase, hold and re-issue the shares of its capital stock.

To sue and be sued in the same manner as an individual.

(4) The amount of the capital stock of the said corporation shall be the sum of \$50,000.00 divided into 500 shares of the denomination of \$100.00 each which said shares of stock shall be full paid and non-assessible.

(5) The names and places of residence of each of the stockholders and the number of shares subscribed by each is as follows:

| Name | Residence | Shares |
|-----------------------|-----------------------|-----------|
| <i>Fletcher Mann</i> | <i>Washington, Ky</i> | <i>10</i> |
| <i>W P Richardson</i> | <i>" "</i> | <i>5</i> |
| <i>L L Roberts</i> | <i>" "</i> | <i>10</i> |

(6) Said corporation shall commence business on the 8th day of October, 1917, and shall continue for a period of twenty years unless previously dissolved by law.

(7) The affairs of said corporation are to be conducted by the following officers and persons to-wit: By a President, Vice-President, Secretary, Treasurer and Manager; provided that the office of Secretary and Treasurer may in the discretion of the Board of Directors be held by one and the same person, and that the office of Vice-president and Manager may be held by one and the same person in like manner; and said corporation shall have a board of directors selected from stockholders *five* in number; and all officers and directors of said company shall be elected annually on the *1st* day of *first Monday in October*

(8) The highest amount of indebtedness or liability which the said corporation may at any time incur shall be the sum of \$25,000.00.

(9) The private property of the stockholders, not subject by the provisions of the law under which it is organized, shall not be subject to the payment of the debts of said corporation.

IN TESTIMONY WHEREOF WITNESS our hands this the 29th

day of September 1917.

Fletcher Mann
W P Richardson
L L Roberts

STATE OF KENTUCKY
 COUNTY OF *Fayette*

I, *Roger Rucker* a *Notary Public*
 in and for said county and state do hereby certify that the
 forgoing instrument of writing was on the *29* day of *Sept-*
1917, produced to me in said county and was then and there
 acknowledged and delivered by *Fletcher Mann L L Roberts*
and W P Richardson to be their act and deed
 for purposes here expressed in and in witness whereof. Given under my
 hand this the *29* day of *Sept-* 1917.

Roger Rucker
 Notary Public *Fayette*

1917
20
Jan. 10, 1938

My commission expires Jan 20
1918

CHAS. W. FRIEND
ATTORNEY AT LAW
902 FIRST AND CITY BANK BLDG.
LEXINGTON, KY

January ninth
Nineteen eighteen.

Secretary of State,
Frankfort, Kentucky;
Dear Sir:-

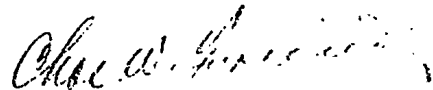
Inclosed please find check for FIFTY DOLLARS payable to State Treasurer in payment of the organization tax for the Phoenix Oil Production Company.

Also check payable to Secretary of State for THREE DOLLARS, in payment of recording fee, and recording statement as to service of process, for same company.

The articles of incorporation were sent your office sometime since, but we have been delayed in getting the company organized, so could not send in the statement for service of process until this time.

Please have the articles of incorporation put to record in your office as soon as possible, and send me the proper certificate, and oblige.

Very truly yours,



P.S. I also inclose the statement of the Phoenix Oil Production Company designating the agent of the company for the service of process.

Chas. W. Finney
603 Boonesboro Ave.
Lexington, Ky.

Lexington, Ky., Oct. 6, 1917.

Secretary of State,

Frankfort, Ky.

Dear Sir:

Inclosed please find certified copy of the
Articles of Incorporation of the Phoenix Oil Production
Company, which you will please file and record in your office.

Please advise me of the amount of the recording
fees by return mail, and also send a blank to be signed up
showing the location of the company, its officers on whom
process may be served, and etc.

Very truly yours,

Chas. W. Finney

603 Boonesboro Ave.