

OFFICE OF THE SECRETARY OF STATE



NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation, executed and acknowledged by

**TULSA ASSOCIATION OF LEASE & TITLE ANALYSTS, INC.**

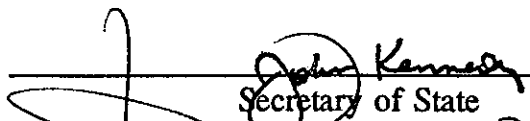
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 5th  
day of November, 1992.

  
Secretary of State

By: 

IN 518043

**CERTIFICATE OF INCORPORATION  
(Nonprofit Corporation)**

**OF**

**TULSA ASSOCIATION OF LEASE & TITLE ANALYSTS, INC.**

TO THE SECRETARY OF STATE  
STATE OF OKLAHOMA:

The undersigned Incorporators, whose names and addresses are shown below, being legally competent to enter into contracts, for the purpose of forming a corporation under "The Oklahoma General Corporation Act" do hereby adopt the following Certificate of Incorporation:

**I.**

**NAME**

The name of the Corporation is **Tulsa Association of Lease & Title Analysts, Inc.**

**II.**

**REGISTERED OFFICE AND AGENT**

The name and address of the Corporation's registered agent and registered office, which is not necessarily the Corporation's principal office, are:

Robert J. Getchell  
610 ONEOK Plaza  
100 West Fifth Street  
Tulsa, Oklahoma 74103

**III.**

**EFFECTIVE DATE AND DURATION**

The date of incorporation of the Corporation shall be the date its Certificate of Incorporation is filed with the Oklahoma Secretary of State. The duration of the Corporation is perpetual.

**IV.**

**PURPOSES**

The purpose of the Corporation is to serve as a professional organization representing individuals engaged as lease and title

**FILED**  
**NOV - 5 1992**  
**OKLAHOMA SECRETARY  
OF STATE**

**RECEIVED**  
**NOV - 5 1992**  
**OKLAHOMA SECRETARY  
OF STATE**

analysts in the mineral and/or energy industries; to further the education, knowledge and interest of individuals in such work; to promote more effective public relations and increase communication among firms in the industry, their personnel, and the members of the public with whom the analyst becomes involved in the performance of his or her duties; and to advance the status and professional recognition of lease and title analysts within the mineral and/or energy industries. Notwithstanding any other provision of this Certificate, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

V.

**NO STOCK OR PECUNIARY GAIN**

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation particularly set forth in Article IV hereof.

VI.

**CONDITIONS OF MEMBERSHIP**

The conditions of membership of the Corporation are stated in the Bylaws of the Corporation.

VII.

**DIRECTORS**

The number of Directors of the Corporation shall be as specified in the Bylaws, and may from time to time be increased or decreased under the Bylaws or any amendment or change thereto; provided, however, that the number of Directors of the Corporation shall at no time be less than three (3). The initial Board of Directors shall consist of three (3) members, whose names and mailing addresses are:

Christina (Chris) Davis, CPLTA  
c/o Samson Resources Company  
Samson Plaza  
Two West Second Street  
Tulsa, OK 74103

Mary L. Johnson  
c/o Samson Resources Company  
Samson Plaza  
Two West Second Street  
Tulsa, OK 74103

Ann Goad  
c/o Warren Petroleum Co.  
P.O. Box 1589  
Tulsa, OK 74102

Anne Terrell  
c/o Medallion Petroleum Inc.  
401 S. Boston  
Tulsa, OK 74103

Sarah Anderson Rogers  
c/o The JE & LE Mabee  
Foundation  
401 S. Boston, 30th Floor  
Tulsa, OK 74103

Joanna Dixon  
c/o Kaiser-Francis Oil Company  
6733 South Yale  
Tulsa, OK 74136

Michael Smith  
c/o Phillips Petroleum Company  
P.,O. Box 7500  
Bartlesville, OK 74005

Sherry Potter  
c/o Conoco, Inc.  
Box 1267  
Ponca City, OK 74603

Directors of the Corporation need not be elected by written ballot.

#### VIII.

#### BYLAWS

The Bylaws governing this Corporation may be adopted, amended or repealed by the Board of Directors; provided, however, that the power to adopt, amend or repeal the Bylaws shall not divest the members of the power, nor limit their power to adopt, amend or repeal Bylaws.

#### IX.

#### RELATED PARTY TRANSACTIONS

To the extent permitted by law, no contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers have a financial interest, shall be void or voidable solely for this reason, or solely because the Directors or officers are present at or participate in the meeting of the Board or committee thereof which authorizes the contract or

transaction, or solely because the Directors or officers or their votes are counted for such purpose.

X.

INDEMNIFICATION

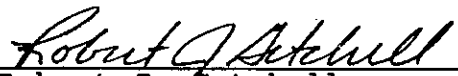
The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Oklahoma and the Bylaws of the Corporation.

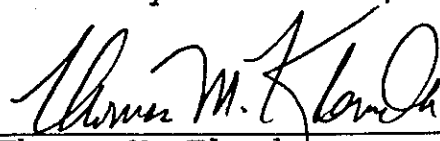
XI.

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Signed at Tulsa, Oklahoma, this 8th day of October, 1992.

  
\_\_\_\_\_  
Robert J. Getchell  
610 ONEOK Plaza  
100 West Fifth Street  
Tulsa, Oklahoma 74103

  
\_\_\_\_\_  
Thomas M. Klenda  
610 ONEOK Plaza  
100 West Fifth Street  
Tulsa, Oklahoma 74103

*Timothy O'Keefe*

Timothy O'Keefe  
610 ONEOK Plaza  
100 West Fifth Street  
Tulsa, Oklahoma 74103

**ACKNOWLEDGEMENT**

STATE OF OKLAHOMA    )  
                                  )  
COUNTY OF TULSA     )     ss.

Before me, a Notary Public in and for said County and State, on this 8th date of October, 1992 personally appeared Robert J. Getchell, Thomas M. Klenda, and Timothy O'Keefe, to me known to be the identical persons who executed the foregoing Certificate of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

*Sharon D. Meier*  
Notary Public

My Commission Expires:

*Feb 28, 1994*

Talta.Crt