



CERTIFICATE OF INCORPORATION  
OF

NEW ENGLAND OIL INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 30, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

NEW ENGLAND OIL *INC.*

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SECRETARY OF  
STATE

WE, THE UNDERSIGNED, all of whom are natural persons of the age of twenty-one (21) years or more, hereby associate ourselves for the purpose of forming a corporation under the general corporation laws of the State of Idaho, and hereby enter into and adopt the following Articles of Incorporation:

ARTICLE I

Corporate Name

1.1 The name of the corporation shall be New England Oil *INC.*

ARTICLE II

Registered Office and Agent

2.1 The initial registered office of this corporation shall be located at 1222 Ruth Lane, P.O. Box 464, Nampa, Idaho 83651; and the initial registered agent shall be W. Roy Brown.

ARTICLE III

Duration of the Corporation

3.1 The terms of existence of the corporation shall be perpetual, unless sooner dissolved by and in accordance with law.

ARTICLE IV

Purpose and Powers

4.1 The primary purposes for which the corporation is organized are:

(a) To engage in all phases of the business of supply of labor, materials and funds to the oil and gas drilling business and related business activities.

(b) To enter into, make and perform contracts of every kind for any lawful purpose, without limitation as to amount, with any person,

firm, association or corporation, town, city, county, state, territory or government.

(c) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

(d) To do any and all things permitted a corporation under the applicable laws of the State of Idaho and any other state or nation wherein this corporation shall be licensed to transact business whether similar or dissimilar to the foregoing, and such other purposes and powers as are necessary for its operation as from time to time authorized by its Board of Directors.

(e) To enter into any lawful arrangement for sharing profits, union or interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

(f) To conduct business anywhere in the world.

4.2 In connection with the above referred to pursuits and businesses, this corporation shall have power to carry on other operations incidental to the pursuits mentioned and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

4.3 The corporation shall have all powers allowed by law, including, without limitation, those powers described in the Idaho Code Annotated as amended and supplemented.

4.4 The purposes stated herein shall be construed as powers as well as purposes and the matters expressed in any clause shall not be limited by

reference or inference from the terms of any but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and power shall not be construed to limit or restrict the meaning of the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it may be of like nature.

#### ARTICLE V

##### Authorized Stock

5.1 The authorized number of shares which this corporation shall have authority to issue is 25,000 shares of voting common stock at no par value and 100,000 shares of non-voting common stock at no par value otherwise all stock of the corporation shall be of the same class and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

#### ARTICLE VI

##### No Pre-Emptive Rights

6.1 The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

#### ARTICLE VI

##### Directors

7.1 The number of Directors which shall constitute the Board of Directors shall be prescribed in the By-Laws.

7.2 The number of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected and qualify are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>CITY AND STATE</u>
Richard A. Brown	1125 Fort Union Blvd.	Midvale, Utah 84047
W. Roy Brown	P.O. Box 464	Nampa, Idaho 83651
Evelyn J. Brown	1222 Ruth Lane	Nampa, Idaho 83651

## ARTICLE VIII

### Internal Affairs

8.1 Provisions for the regulation of the Internal affairs of the corporation are to be determined and set forth in the By-Laws, which original By-Laws shall be subscribed and adopted by the Board of Directors of the corporation. Thereafter, By-Laws may be adopted, amended or repealed whether by Shareholders or by the Board of Directors in accordance with the By-Laws.

## ARTICLE IX

### Consideration

9.1 This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

## ARTICLE X

### Acquisition of Own Shares

10.1 The corporation shall have power to purchase, hold, sell and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

## ARTICLE XI

### Meeting of Shareholders

11.1 At any meeting of the Shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present the affirmative vote of a majority of the shares presented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholder, unless the vote of a greater number of voting by classes is required by law, by these Articles of Incorporation, or by the By-Laws.

## ARTICLE XII

### Incorporators

12.1 The names and addresses of the incorporators, all being natural persons of full age and citizens of the United States, are as follows:

<u>Name</u>	<u>Street Address</u>	<u>City and State</u>
Richard A. Brown	1225 Fort Union Blvd.	Midvale, Utah 84047
W. Roy Brown	P.O. Box 464	Nampa, Idaho 83651
Evelyn J. Brown	1222 Ruth Lane	Nampa, Idaho 83651

## ARTICLE XIII

### Transfer of Shares

13.1 After stock has been issued by the corporation, no transfer of said stock by any shareholder shall be binding upon this corporation until the expiration of thirty days after the company, through its secretary, and each shareholder of the company shall have received written notice from the

shareholder of the proposed transfer or sale. The notice shall state the number of shares proposed to be transferred, either with or without consideration, or sold, the price at which the proposed transfer or sale is to be made and the name of the prospective transferee or buyer. At any time during said thirty (30) day period, for a period of ten (10) days, the corporation shall have the first option to purchase all or any part of said shares at a price equal to the price offered by the prospective transferee or buyer or the fair market value of the same at the time of receipt of such notice, whichever is less. The fair market value of the shares proposed to be transferred or sold shall be determined by three independent appraisers who are competent to make such appraisal and who shall be appointed by the Board of Directors of the corporation. In the event the corporation exercises its option, it shall purchase said shares out of the earned surplus and the unrestricted and unreserved capital surplus available therefor. In the event the corporation fails to exercise its option to purchase all or any part of the shares shown in the notice, the Shareholders shall have the option to purchase all or any part of said shares for an additional twenty (20) days. In the event two or more shareholders exercise their options to purchase, then each such shareholder so exercising its option shall be entitled to purchase the percentage of such remaining shares as is equal to the percentage which that particular shareholder's ownership in the corporation bears to the total ownership of all shareholders exercising their options. This section shall be inoperative where the written consent of all of the shareholders of record at the time of any such proposed transfer or sale is first had and obtained or where a shareholder is making a transfer within his immediate family which for this purpose shall include children, grandchildren and brothers and sisters which is made for estate planning purposes, or a gift of stock is being made by one shareholder to another shareholder of the company.

Notwithstanding the foregoing, if voting shares are sought to be transferred by sale, the foregoing time periods shall be modified so that the shares are first offered to the other shareholders holding voting shares for a period of five (5) days; then to the Corporation for an additional period of five (5) days; then to all shareholders of the Corporation for a period of twenty (20) days.

IN WITNESS WHEREOF, we have hereunto set our hands

W. Roy Brown  
W. Roy Brown

Evelyn J. Brown  
Evelyn J. Brown

Richard A. Brown  
Richard A. Brown

STATE OF Utah )  
COUNTY Salt Lake )

W. Roy Brown, Evelyn J. Brown & Richard A. Brown being first duly sworn deposes and says that he is an incorporator in the foregoing instrument and that the said signature attached is his own and the said Articles were executed by the said incorporator, and he has read the Articles therein and the statements contained therein are true as to his own knowledge, except as to such matters stated on belief, which he also says he believes to be true.

SUBSCRIBED AND SWORN to before me this 27<sup>th</sup> day of DECEMBER, 1986

Dorlene F. Shulder  
NOTARY PUBLIC  
Salt Lake County  
Residing at:

MY COMMISSION EXPIRES: January 24, 1988