



**Department of State.**

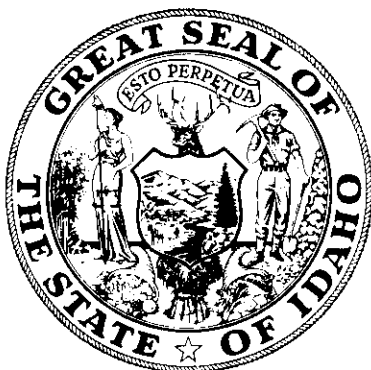
**CERTIFICATE OF AUTHORITY  
OF**

**CONTACT WELL SERVICING, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CONTACT WELL SERVICING, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **CONTACT WELL SERVICING, INC.** to transact business in this State under the name **CONTACT WELL SERVICING, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 23,** 19 **81**



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CONTACT WELL SERVICING, INC.
2. \*The name which it shall use in Idaho is CONTACT WELL SERVICING, INC.
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is February 13, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 518 17th Street, 1100 Denver Club Building, Denver, CO 80202
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Oil, Gas and Mineral exploration and well servicing and related purposes and to engage in the transaction of any and all lawful business.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Andrew Goruk	President/Director	Red Deer, Alberta, Canada Riverside Office Plaza Gaetz Ave. & 59th Street
Jack C. Donald	V. President/Director	Red Deer, Alberta, Canada #208 - 4808-50th Street
Thomas H. Chapman	Secretary/Treasurer	Red Deer, Alberta, Canada
Dino M. Truant	Director	Riverside Office Plaza Red Deer, Alberta, Canada

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50,000	Common	\$.01

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common</u>	<u>\$.01</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 18, 19 81

CONTACT WELL SERVICING, INC.

By [Signature]

Andrew Goruk  
Its \_\_\_\_\_ President

and [Signature]

Thomas H. Chapman  
Its \_\_\_\_\_ Secretary

CITY OF  
~~SIXXEN~~ RED DEER )  
PROVINCE OF ) ss:  
~~XIXXIX~~ ALBERTA, CANADA )

I, LENORE HARRIS, a notary public, do hereby certify that on  
this 20th day of March, 19 81, personally appeared before  
me THOMAS H. CHAPMAN, who being by me first duly sworn, declared that he  
is the Secretary of \_\_\_\_\_

CONTACT WELL SERVICING, INC.

that he signed the foregoing document as Secretary of the corporation and that the  
statements therein contained are true.

[Signature]  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FILED  
COLORADO SECRETARY OF STATE  
425000 4114

1282

ARTICLES OF INCORPORATION  
OF  
CONTACT WELL SERVICING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, Joel A. Moritz, being a citizen of the United States of America, a natural person over the age of twenty-one (21) years desiring to establish a corporation under and pursuant to the general corporation laws of the State of Colorado, for the purposes hereinafter set forth and in accordance with the provisions of the laws of said state as incorporator thereunder, do hereby make, execute and acknowledge the following Articles of Incorporation in writing of my intention to become a body corporate under and by virtue of said laws.

ARTICLE I

The name of this corporation shall be Contact Well Servicing, Inc.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Colorado Corporation Code. Without any limitation, the general nature of the business and the general objects and general purposes to be transacted, promoted and carried on are as follows:

1. To explore, prospect, drill for, produce, market, sell, and deal in and with petroleum, mineral, animal, vegetable, and other oils, asphaltum, natural gas, gasoline, naphrene, hydrocarbons, oil shales, sulphur, salt, clay, coal, minerals, mineral substances, metals, ores of every kind or other mineral or non-mineral liquid, solid, or volatile substances and products, by-products, combinations, and derivatives thereof, and to buy, lease, hire, contract for, invest in, and otherwise acquire, and

COMPUTER GENERATED

to own, hold, maintain, equip, operate, manage, mortgage, grant security interests in, deal in and with, and to sell, lease, exchange, and otherwise dispose of oil, gas, minerals, and mining lands, wells, mines, quarries, rights, royalties, overriding royalties, oil payments, and other oil, gas, and mineral interests, claims, locations, patents, concessions, easements, rights-of-way, franchises, real and personal property, and all interests therein, tanks, reservoirs, warehouses, storage facilities, elevators, terminals, markets, docks, piers, wharves, drydocks, bulkheads, pipe lines, pumping stations, tank cars, trains, automobiles, trucks, cars, tankers, ships, tugs, barges, boats, vessels, aircraft, and other vehicles, crafts, or machinery for use on land, water, or air, for prospecting, exploring, and drilling for, producing, gathering, manufacturing, refining, purchasing, leasing, exchanging, or otherwise acquiring, selling, exchanging, trading for, or otherwise disposing of such mineral and nonmineral substances; and to do engineering and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate, and repair wells, mines, plants, works, machinery, appliances, rigging, casing, tools, storage, and transportation lines and systems for this Corporation and other persons, associations, or corporations; and to engage in the business of well servicing on a contract basis or otherwise by furnishing completion rigs and engaging in any act or thing incidental to or necessary for the well servicing business; the doing of any and every act or thing, proper, necessary and incidental to the general purpose of this company, either within or without the State of Colorado, including any other state of the United States, its colonies, territories or possessions, and all foreign countries.

2. To exercise any and all powers conferred by law upon corporations organized under the laws of the State of Colorado.

3. To enter into, make and perform any and all contracts or subcontracts of any kind and description, and to do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of

the ob)  
forth,  
firms o  
or thir  
connect  
or part  
the la  
4  
of ann  
the po

1  
Fifty  
par v  
sole  
come  
the h  
share

right  
share

issu  
erat  
the  
prov  
the  
of t

per  
sha  
the  
to

of

the objects or the furtherance of any of the powers herein set forth, either alone or in association with any corporations, firms or individuals, and to do every other act or acts, thing or things, incident or appurtenant to or growing out of or connected with the aforesaid objects or purposes, or any part or parts thereof, provided that same be not inconsistent with the laws under which this corporation is organized.

4. The objects and powers mentioned herein are by way of enumeration and are not to be considered as limitations upon the powers and objects of this corporation.

#### ARTICLE IV

The authorized capital stock of this corporation shall be Fifty Thousand (50,000) shares of one class common stock \$.01 par value. The shareholders of said common stock shall have the sole and exclusive right to vote on all questions which may properly come before the stockholders, including the election of directors; the holders thereof shall be entitled to one (1) vote for each share of stock, and cumulative voting shall not be allowed.

Shareholders of the corporation shall not have pre-emptive rights relative to the acquisition of additional or treasury shares of the corporation.

All or any part of the common stock with par value may be issued by the corporation from time to time and for such consideration and on such terms as may be determined and fixed by the Board of Directors without action by the stockholders as provided by law. In the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the consideration received for the stock shall be conclusive.

#### ARTICLE V

One-third of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

When, with respect to any action to be taken by shareholders of the corporation, the Colorado Corporation Code requires the

vote or concurrence of the holders of two-thirds of the outstanding shares, of the shares entitled to vote thereon, such action may be taken by the vote or concurrence of a majority of such shares. In any other case the paragraph preceeding this paragraph shall govern.

#### ARTICLE VI

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors, officers or other members of the management of this corporation are pecuniarily or otherwise interested in or are directors, officers or members of management of such other corporation. Any director, officer or other member of management of this corporation individually, or any firm of which such director, officer or member of management may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation or a majority thereof; and any director of this corporation who is also a director, officer or member of management of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director, officer, or member of management of such other corporation or not so interested.

#### ARTICLE VII

The corporation may indemnify each director and each officer, his heirs, executors and administrators, against expenses reasonably incurred or liability incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a

director or officer of the corporation, except in relating to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for fraud or misconduct. In the event of a settlement before or after action or suit, indemnification may be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified was not guilty of such fraud or misconduct. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

#### ARTICLE VIII

The officers, directors and other members of management of this corporation shall be subject to the doctrine of corporate opportunities only insofar as it applies to business opportunities in which this corporation has expressed an interest as determined from time to time by the corporation's Board of Directors as evidenced by resolutions appearing in the corporation's Minutes. When such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors and other members of management of this corporation shall be disclosed promptly to this corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this corporation, through its Board of Directors, has designated an area of interest, the officers, directors and other members of management of this corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this corporation to continue a business existing prior to the time that such area of interest is designated by this corporation. This provision shall not be construed to release any employee of the corporation (other than an officer, director or member of management) from any duties which he may have to the corporation.

The c/  
by a Board  
nine (9) m  
who are to  
of the str  
elected at

Dino  
Jack

Andi

The  
1100 Den  
and the  
Philip I  
account  
business  
of Colo  
from ti

T  
as it  
corpor  
busine  
/  
numbe  
may.

hand



ARTICLE IX

The corporate powers of this corporation shall be exercised by a Board of Directors of not less than three (3) or more than nine (9) members, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the stockholders or until their successors shall be duly elected and qualified are:

Dino M. Truant

Jack C. Donald

Andrew Goruk

Red Deer, Alberta, Canada

Riverside Office Plaza,  
Geetz Avenue & 59 St.  
Red Deer, Alberta, Canada

Red Deer, Alberta, Canada

ARTICLE X

The initial registered office of the corporation shall be: 1100 Denver Club Building, 518 - 17th Street, Denver, Colorado 80202 and the initial registered agent at such address shall be: Philip E. Pankoff. The original stock ledger and books of account shall be kept at the principal place of business. The business of the corporation shall be conducted within the State of Colorado or such other places as the Board of Directors may, from time to time, determine.

ARTICLE XI

The Board of Directors shall have power to make such By-Laws as it may deem proper for the management of the affairs of the corporation and for the purpose of carrying on all kinds of business within the objects and purpose of this corporation.

Among other things, the By-Laws shall provide for the number of officers, their designation and duties. Such provisions may, from time to time, be altered or amended by the Directors.

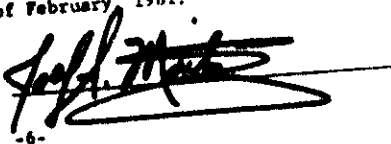
ARTICLE XII

The name and address of the incorporator is:

Joel A. Moritz

1100 Denver Club Building  
Denver, Colorado 80202

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 12<sup>th</sup> day of February, 1981.



STATE OF  
CITY &  
COUNTY

12<sup>th</sup> day

W1

10

STATE OF COLORADO )  
CITY & ) ss.  
COUNTY OF DENVER )

1974 The foregoing instrument was acknowledged before me this  
day of February, 1981 by Joel A. Moritz.

WITNESS my hand and official seal.

My Commission expires: My Commission Expires Sept. 22, 1984

Joanice Guina  
Notary Public