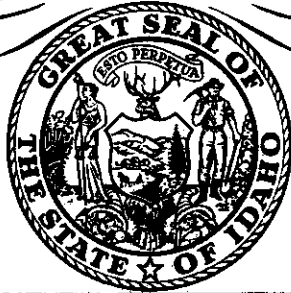


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

DALY PRODUCTION CORPORATION

a corporation duly organized and existing under the laws of **Nevada** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **13th** day of **April** **1961**, a properly authenticated copy of its articles of incorporation, and on the **13th** day of **April** **1961**, a designation of **Don F. Daly** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **13th** day of **April**, A.D. 19**61**.

Secretary of State.

OFFICE OF
JOHN KOONTZ
SECRETARY OF STATE

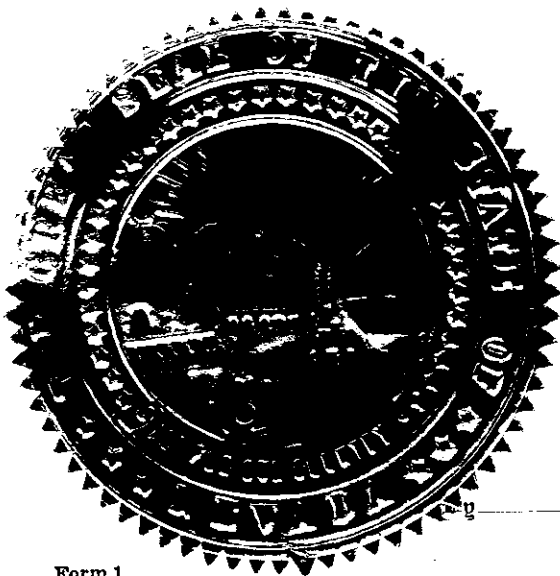
THE STATE OF NEVADA

DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

DALY PRODUCTION CORPORATION

as the same appears on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office
in Carson City, Nevada, this 7th day
of April A. D. 19 61


Secretary of State

Deputy

ARTICLES OF INCORPORATION
OF
DALY PRODUCTION CORPORATION

WE, THE UNDERSIGNED, having associated ourselves together for the purpose of forming a corporation under the General Corporation Law of the State of Nevada, do hereby certify:

ARTICLE I.
NAME

The name of this corporation is:

"DALY PRODUCTION CORPORATION"

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this corporation in the State of Nevada is to be located at Rooms 205-208, First National Bank Building, 5th and Railroad Streets, in the City of Elko, County of Elko, State of Nevada.

ARTICLE III.
PURPOSES

The purposes to be transacted, promoted and carried on by this corporation are:

(a) To purchase, acquire, subscribe for, hold, transfer or otherwise deal in shares of capital stock, bonds, debentures, notes, evidences of indebtedness, coupons or other securities of any corporation or any governmental body or authority; and with respect to any such securities, to exercise any and all rights and privileges of ownership thereof; and with respect to any such securities, to act as investment broker, agent or principal.

(b) To borrow and lend money and to negotiate loans; and to form, promote, subsidize or assist any corporation, company, syndicate or partnership, and to finance or

refinance any corporation, company, syndicate, partnership or individual, or to participate or assist therein.

(c) To acquire, hold, sell, transfer, dispose of or otherwise deal in the assets or good will of any business of the nature authorized by the objects or purposes of this corporation; and to hold, utilize and in any manner dispose of the whole or any part of the assets, good will, and rights so acquired; and to conduct in whole or in part any business so acquired; and to undertake or assume the whole or any part of the liabilities or obligations of any person, firm, association or corporation from whom a business is so acquired,

(d) To carry on and undertake any business transaction or operation commonly carried on or undertaken or conducted by capitalists, promoters, financiers, concessioners, contractors, brokers, or commission merchants.

(e) To acquire, own, operate and generally deal in mines, mining products and mineral rights, and to treat, transport and dispose of ores, minerals and other products and values obtained therefrom or thereunder, and to construct, acquire, own, operate, sell, dispose of, or otherwise deal in buildings, machinery, plants and apparatus for refining, smelting, manufacturing, or otherwise treating minerals and products of mineral lands, either produced by this corporation or any other person, association or corporation; and to refine, smelt, manufacture or otherwise treat the by-products of said

minerals, and to market the manufactured products or by-products thereof.

(f) To mine for, produce, manufacture, refine and generally deal in petroleum in all of its forms and all of its products; and to purchase, acquire, own, sell, lease and generally deal in petroleum and gas lands and petroleum and gas properties and interests; and to locate petroleum, gas and other mineral lands under the laws of the United States of America and under the laws of any State of the United States of America; and to drill and bore wells for the production of oil, gas or any other substance; and to purchase, acquire, own, sell, lease, construct and operate oil and gas wells, machinery, tanks and pipe lines; and to purchase, acquire, own, sell, lease and generally deal in all necessary lands, buildings and personal property in connection therewith; and to purchase, acquire, own, sell, lease, construct and operate factories, refineries, machinery, tanks and pipe lines for the refining, distilling, transportation and distribution of petroleum, gas and other hydro-carbon substances or mixtures thereof.

(g) To engage in the transportation of petroleum, oil, gas, or any other mineral or products, either produced by this corporation or by other persons, associations or corporations, by pipe lines, tramways, boats, barges, or other conveyances; and in order to carry out said purposes, to purchase, lease or otherwise acquire any such means of transportation, including boats, barges, tank cars, locomotives, pumping stations, steam plants,

air plants, and other paraphernalia incidental thereto.

(h) To engage in a general brokerage business by buying, selling or otherwise dealing in mineral lands and rights, oil and gas lands and rights, or mineral or oil and gas products or the by-products thereof.

(i) To acquire, own and operate any type of mercantile business or establishment, and to manufacture, produce, purchase, acquire, sell, exchange and generally deal in all types of goods, wares and merchandise and property of every kind or description.

(j) To manufacture, construct, erect, fabricate, treat, import, export, and generally deal in any article or articles of merchandise, irrespective of the raw products utilized, the composition or the method or manner of manufacture, construction, erection, fabrication or treatment, or the purpose for which the article or articles will be utilized.

(k) To adopt, apply for, register, purchase, lease or otherwise acquire, and to maintain and protect and to sell, assign or grant licenses or other rights with respect to any patents, patent rights, trade-marks, trade names, copyrights, inventions, formulas, processes, and rights analogous thereto.

(l) To purchase, acquire, own, lease (either as lessor or lessee), sell, dispose of and deal in real estate and real and personal property of every type or description; and to develop any real property acquired by or in which this corporation is interested, and in

particular to lay out and prepare said real property for building purposes, and to construct, alter, repair, decorate, maintain, furnish and improve buildings and structures thereon; and to equip, improve and generally operate any and all real or personal property in which this corporation has an interest.

(m) To own, lease (either as lessor or lessee) or operate farms and farming property, and to conduct farming operations upon any real property owned or leased by this corporation; and to purchase, acquire, own, sell, locate (either as principal or as agent) or deal in farm crops, farm products, dairy products, poultry products, fruits, vegetables and meats of every type or description; and to acquire, own and operate plants and establishments for the processing and marketing of farm produce or foods of every type or description.

(n) To borrow money and contract debts, when considered necessary or desirable for the transaction of the business of this corporation or for the exercise of the corporate rights, privileges or franchises, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and other evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful object; and to issue, sell and dispose of certificates of investment or participation certificates, to the

extent permitted by law.

(o) To enter into, make, perform and carry out contracts and agreements of every kind and nature which may be necessary or desirable for the furtherance of the business of this corporation, with any person, firm, corporation, association, governmental body or body politic, wherever located.

(p) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with or as a co-partner or joint venturer, with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation or the statutes of the State of Nevada.

(q) To conduct its business in all or any of its branches in any state, territory, possession, colony and dependency of the United States of America and in the District of Columbia, and in any foreign country or outside of the territorial limits of the United States of America; and to have one or more offices within or outside of the State of Nevada.

This corporation may engage in any lawful activity. The purposes as specified herein shall, except as otherwise expressed,

be in no way limited or restricted by reference to or inference from any other clause or paragraph of these Articles of Incorporation; and the purposes and powers specified in each of the clauses or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers; and the enumeration thereof shall not be held to limit or restrain in any manner the general powers and the general purposes now or thereafter conferred on this corporation by the applicable statutes of the State of Nevada.

ARTICLE IV.
CAPITAL STOCK

Section 1. General. This corporation shall be authorized to issue two classes of its capital stock, to be designated as "Class A capital stock" and "Class B capital stock".

Section 2. Number. (a) The total number of shares of Class A capital stock authorized to be issued by this corporation is 100.

(b) The total number of shares of Class B capital stock authorized to be issued by this corporation is 9,990.

Section 3. Par Value. (a) The par value of each share of Class A capital stock shall be \$1.00, and accordingly, the aggregate par value of all authorized shares of Class A capital stock shall be \$100.00.

(b) The par value of each share of Class B capital stock shall be \$10.00, and accordingly, the aggregate par value of all authorized shares of Class B capital stock shall be \$99,900.00.

Section 4. Voting. Subject to the provisions of Article IX hereof, the voting power of shareholders of this corporation shall be vested solely and exclusively in the owners of record of Class A capital stock issued by this corporation. The owners of

record of the Class B capital stock issued by this corporation shall have no voting power or voting authority whatsoever.

Each owner of record of shares of Class A capital stock issued by this corporation shall be entitled to one vote for each share of Class A capital stock so owned.

At all elections of directors of this corporation, each owner of record of shares of Class A capital stock issued by this corporation, shall be entitled to as many votes as shall equal the number of his shares of that class of capital stock multiplied by the number of directors to be elected, and that shareholder may cast all of such votes for a single director or may distribute them among the number of directors to be voted for, or any two or more of them as he may see fit.

Section 5. Dividends. (a) Funds of this corporation from which dividends upon issued capital stock of this corporation may be paid, shall not necessarily be restricted to the surplus of this corporation, but may be declared and ordered paid by the Board of Directors of this corporation from those assets of this corporation authorized to be used for that purpose by the applicable statutes of the State of Nevada.

(b) Owners of record of both Class A capital stock and Class B capital stock, shall be entitled to receive dividends in such amounts and payable as determined and ordered paid by the Board of Directors of this corporation.

The Class A capital stock shall have no priority or preference over Class B capital stock in the amount, time or manner of payment of dividends, and dividends may be declared and paid upon Class B capital stock without the declaration or payment of an equivalent dividend or any dividend upon Class A capital stock.

The Class B capital stock shall have no priority or preference over Class A capital stock in the amount, time or manner of payment of dividends, excepting (1) no dividends shall be declared or paid on Class A capital stock unless an equivalent dividend, per share, shall simultaneously be declared and paid on Class B capital stock, and (2) in the event of a liquidating dividend upon the liquidation, dissolution or winding up the affairs of this corporation in the respects as provided in Section 10 of this Article.

Section 6. Preemptive Rights. (a) Upon the sale for cash of any new issue of Class A capital stock of this corporation, each owner of record of the issued Class A capital stock of this corporation shall have the right and privilege (commonly known as "preemptive right") to purchase the number of shares of each new issue of Class A capital stock, in the proportion that the number of shares of Class A capital stock then owned by that shareholder bears to the total number of shares of Class A capital stock then issued and outstanding, at the offering price for each new issue of Class A capital stock available to any other purchaser. The preemptive right granted by this subsection to owners of Class A capital stock shall only extend to a new issue of Class A capital stock, and shall not extend to any issue of shares of Class B capital stock, or any bonds, debentures or other securities proposed to be issued by the corporation.

(b) The owners of shares of Class B capital stock issued by this corporation shall not have any preemptive or preferential right to subscribe for or purchase any shares of Class A capital stock or shares of Class B capital stock, or any bonds, debentures or other securities proposed to be issued by this corporation.

Section 7. Redemption. Neither the Class A capital stock nor the Class B capital stock shall be subject to call or redemption prior to the final liquidation, dissolution or winding up the final affairs of this corporation; providing, however, that the provisions of this Section shall not be interpreted to limit the power and authority of this corporation to purchase or acquire the shares of capital stock issued by it, in the manner and subject to the applicable provisions of the statutes of the State of Nevada.

Section 8. Limitations on Transfer. (a) No owner of Class A capital stock shall sell, transfer or hypothecate, voluntarily or involuntarily, any part of that Class A capital stock without first offering to this corporation and to the other owners of record of Class A capital stock, the privilege and right to purchase said stock, or loan money upon the security thereof, upon the same terms and conditions as could be obtained by such shareholder from another bona fide purchaser or lender. A shareholder, desiring to so sell, transfer or hypothecate any of the shares of Class A capital stock issued by this corporation, shall first give written notice of that intention to the Secretary of this corporation, stating in such notice the number of shares which he desires to sell, transfer or hypothecate, the proposed sale price thereof, or the amount proposed to be borrowed upon the security thereof, the rate of interest, maturity, and the name of the proposed purchaser or the name of the proposed lender. Thereafter, this corporation shall have the privilege, at any time within a period of 180 days from the date of delivery of such notice within which to purchase said stock or to lend to the shareholder the amount of money proposed to be borrowed upon the security of said stock. If, within said period of time, the corporation declines to purchase said stock or loan

money to the shareholder upon the security of said stock, then the owners of record of Class A capital stock issued by this corporation, or any of them, shall have the privilege to purchase said stock or loan money upon the security thereof, as the case may be, upon the same terms and conditions as aforesaid which were available to this corporation. In the event the corporation so declines to purchase said stock or lend money upon the security thereof within said 180 day period of time, the Secretary of this corporation shall give written notice to all owners of record of issued Class A capital stock of this corporation, containing verbatim the notice as given to this corporation by the shareholder of his proposal to sell, transfer or hypothecate any of the said Class A capital stock and thereafter, the other owners of record of Class A capital stock, or any of them, shall have a period of 180 days within which to elect to purchase those shares of stock or lend money to the shareholder upon the security thereof, upon the terms and conditions as set out in said notice.

If the corporation elects to purchase said shares of Class A capital stock or to loan money to the shareholder upon the security thereof (as the case may be) or in the event of declination by the corporation to so do, and the election by the remaining owners of record of Class A capital stock, or any of them, to purchase said stock or loan money on the security thereof, notice, in writing, of that election shall be given to the shareholder desiring to sell or borrow money within the respective periods of time above provided. Thereupon, the purchase or loan shall be consummated in accordance with those terms and conditions. Should neither this corporation nor any owner of record of Class A capital stock elect to purchase

said shares of Class A capital stock nor lend money to the shareholder upon the security thereof within the periods of time above provided, then and in that event, the shareholder shall have the privilege to sell, transfer or hypothecate that number of shares of said Class A capital stock to the purchaser or lender as set out in his original notice, at the sale price or as security for the amount of money proposed to be borrowed, and upon the terms as set out in his original notice.

(b) The restrictions contained in subsection (a) above on owners of record of issued Class A capital stock of this corporation to sell, transfer or hypothecate any of their shares of that stock, shall likewise extend to and constitute a restriction upon the involuntary transfer or transfer by operation of law of any of the shares of Class A capital stock issued by this corporation, by testamentary disposition or inheritance (unless the legatees or heirs, as the case may be, are then owners of record of Class A capital stock of this corporation or are issue of the body of the decedent-owner of said stock) or to any trustee in bankruptcy, or to an assignee for the benefit of creditors, or to any trustee or representative in insolvency or other proceedings, or to any purchase upon levy of execution or other proceeding which may voluntarily or involuntarily be brought by or against any owner of record of issued Class A capital stock of this corporation. Before any such heir or legatee (unless already an owner of Class A capital stock of this corporation or issue of the body of the decedent-owner of said stock), trustee, assignee, or purchaser, may become the owner of Class A capital stock of this corporation or may vote any such Class A capital stock or become entitled to receive

dividends thereon, notice of the claim of ownership shall be given to the Secretary of this corporation, accompanied by an offer to sell said Class A capital stock to this corporation or to the other owners of record of the issued Class A capital stock of this corporation, at a sale price equivalent to the book value of said Class A capital stock as shown and disclosed on the books and record of this corporation as of the date of first claim of ownership or the par value, whichever is lesser; and this corporation or owners of record of Class A capital stock shall have an opportunity, for the respective periods herein provided to purchase said stock. Following receipt of such notice, this corporation shall have a period of 180 days within which to elect to purchase those shares of Class A capital stock at that price, and in the event this corporation shall fail, refuse or decline to purchase those shares of stock, a notice similar to that contemplated in subsection (a) above shall be given by the Secretary of this corporation to all other existing owners of record of Class A capital stock, which owners, or any of them, shall have a further period of 180 days within which to elect to purchase those shares of Class A capital stock at the purchase price available to this corporation. Should this corporation or, in the event of its declination, any of the other existing owners of record of Class A capital stock elect to purchase those shares of stock, notice of that election shall be given to the person holding that stock, and upon payment of the purchase price, those shares of Class A capital stock shall be transferred and conveyed to this corporation if it be the purchaser, or if not the purchaser, to the other existing owner or owners of record of Class A capital stock electing to purchase that Class A capital stock. Should neither this corporation

nor any existing owners of record of Class A capital stock elect to purchase said stock within the respective periods of time above provided, then and in that event, the person claiming ownership of said Class A capital stock shall thenceforth be deemed and treated as the owner thereof for all purposes and shall have and assert all rights and privileges incident to complete ownership thereof.

(c) Under the provisions of subsections (a) or (b) above, should the Class A capital stock be offered for purchase to the other owners of record of Class A capital stock, and those other owners of record of Class A capital stock collectively indicate a desire to purchase more shares of that Class A capital stock than are then available for purchase, then each of the owners of record of Class A capital stock indicating a desire to purchase that Class A capital stock, shall be permitted to purchase the number of the shares then available in the proportion that the number of shares of Class A capital stock then owned by that shareholder bears to the total number of shares of Class A capital stock owned by all of the shareholders indicating a desire to purchase the available Class A capital stock.

(d) The provisions of this Section may be waived only by written consent, executed by all of the remaining owners of record of Class A capital stock of this corporation, and by all of the members of the Board of Directors of this corporation.

Section 9. Assessments. The shares of each class of capital stock issued by this corporation for which the subscription price or par value has been paid in full, shall not be subject to assessment to pay the debts of this corporation, and shares of the

capital stock issued by this corporation, of any class, which has been issued as fully paid, shall not be subject to assessment or be assessed.

Section 10. Liquidation. In the event of final liquidation, dissolution or winding up the affairs of this corporation, whether voluntary or involuntary, the property and assets of this corporation shall be applied and paid in the following order of priority:

(a) First, in the payment of all indebtedness of this corporation.

(b) Thereafter, the balance remaining shall be applied pro rata, on a per share basis, in payment to the owners of record of the Class B capital stock issued by this corporation, of the par value of their shares of Class B capital stock and, in addition thereto, an amount equivalent to fifty cents per share for each full year that that Class B capital stock has been issued and outstanding after the date of issuance thereof, less the total of all dividends theretofore paid upon those shares of Class B capital stock; providing, however, that should the amount of dividends theretofore paid exceed the aggregate of fifty cents per share per year from the time of issuance, that excess shall not be applied to reduce the par value of those shares in arriving at the amount to be paid to those shareholders.

(c) Thereafter, any balance remaining shall be applied pro rata, on a per share basis, in payment to the owners of record of the Class A capital stock of this corporation, of an amount not to exceed the par value of those shares.

(d) Thereafter, the entire remaining balance shall be paid pro rata, on a per share basis, to the owners of record of the issued Class A capital stock and the Class B capital stock.

ARTICLE V.
BOARD OF DIRECTORS

Section 1. The members of the governing board of this corporation shall be styled Directors. The number of members on the first Board of Directors shall be four, and the names and post office addresses of the initial members of the Board of Directors of this corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Don F. Daly	901 Harrison Blvd., Boise, Idaho
Mabel E. Daly	901 Harrison Blvd., Boise, Idaho
Donald Stanton Daly	708 Braemere St., Boise, Idaho
Ronald Francis Daly	5100 Bel Air, Boise, Idaho

Section 2. The number of members on the Board of Directors of this corporation may, from time to time, be increased or decreased (in no event, however, less than three) by amendment of the By-Laws of this corporation in that respect.

ARTICLE VI.
ASSESSMENTS

As provided in Article IV, Section 9 hereof, the shares of each class of the capital stock issued by this corporation for which the subscription price or par value has been paid in full, shall not be subject to assessment to pay the debts of this corporation, and shares of the capital stock issued by this corporation, of any class, which has been issued as fully paid, shall not be subject to assessment or be assessed; and this Article VI of these Articles of Incorporation shall not be subject to amendment.

ARTICLE VII.
INCORPORATORS

The names and post office address of each of the incorporators signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Don F. Daly	901 Harrison Blvd., Boise, Idaho
Mabel E. Daly	901 Harrison Blvd., Boise, Idaho
Donald Stanton Daly	708 Braemere St., Boise, Idaho
Ronald Francis Daly	5100 Bel Air, Boise, Idaho

ARTICLE VIII.
DURATION

The period for the duration of the existence of this corporation is perpetual.

ARTICLE IX.
AMENDMENTS

These Articles of Incorporation may be amended from time to time in the manner as authorized by the applicable statutes of the State of Nevada, by the affirmative votes of those owners of record of Class A capital stock issued by this corporation, entitling them to exercise at least a majority of the voting power of all shares of Class A capital stock of this corporation issued and outstanding; provided, however, that should any proposed amendment of these Articles of Incorporation alter or change any preference or any relative or other right given thereby to the owners of record of the Class B capital stock issued by this corporation, then, in addition to the affirmative vote in favor of the amendment by the owners of record of at least a majority of Class A capital stock, such amendment must also be approved by the vote of the owners of record of at least a majority of the issued and outstanding shares of that Class B capital stock.

IN WITNESS WHEREOF, we have hereunto subscribed our
names this 18th day of November, 1958

DON F. DALY
Don F. Daly

MABEL E. DALY
Mabel E. Daly

DONALD STANTON DALY
Donald Stanton Daly

RONALD FRANCIS DALY
Ronald Francis Daly

State of Idaho)
County of Ada) ss.

On this 18th day of November, 1958, personally appeared before me, a notary public, in and for the State of Idaho, Don F. Daly, Mabel E. Daly, Donald Stanton Daly and Ronald Francis Daly, known to me to be the persons described in and who executed the foregoing instrument who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and official seal, the day and year in this certificate first above written.

SEAL

RUBY GALLAHER
Notary Public for Idaho
Residence Boise, Idaho
Commission expires: February 18, 1959

ARTICLES OF INCORPORATION
of
DALY PRODUCTION CORPORATION

Filed at the request of:

ROBERT I. TROXELL
SONNA BUILDING
BOISE, IDAHO

November 25, 1958
(Date)

JOHN KOONTZ, Secretary of State

By JOHN KOONTZ
Deputy Secretary of State

No. 1098-1958

Filing Fee \$ 75.00