



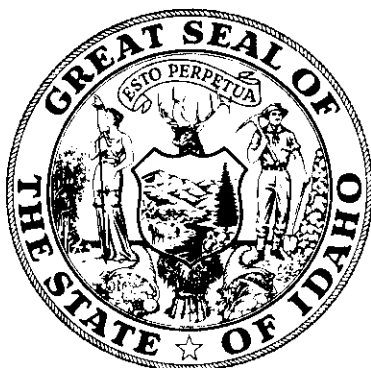
CERTIFICATE OF AUTHORITY
OF

WINTERSHALL PETROLEUM CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **WINTERSHALL PETROLEUM CORPORATION** 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 **WINTERSHALL PETROLEUM CORPORATION** to transact business in this State under the name **WINTERSHALL PETROLEUM CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 1, 1984.**



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 ^{84 JUN 1 PM 3:34} 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 WINTERSHALL PETROLEUM CORPORATION
2. *The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 1, 1984 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 100 West Tenth Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 _____
7. The street 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 C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any and all lawful purposes permitted under the laws of your state.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
- SEE RIDER -		
10. 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
<u>1,000</u>	<u>Common</u>	<u>\$1.00 par</u>

(continued on reverse)

11. 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
1,000	Common	\$1.00 Par

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

13. 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 May 24, 19 84

WINTERSHALL PETROLEUM CORPORATION

By

Faith Grossnickle

Faith Grossnickle

Its _____ President

and

Stephen R. Volk

Stephen R. Volk

Its _____ Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, _____, a notary public, do hereby certify that on this 24th day of May, 19 84, personally appeared before me Faith Grossnickle, who being by me first duly sworn, declared that he is the President of WINTERSHALL PETROLEUM CORPORATION

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

LINDA CORRIGAN
Notary Public, State of New York
No. 60-4746986
Qualified in Westchester County
Commission Expires March 30, 1985

Linda Corrigan
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.

WINTERSHALL PETROLEUM CORPORATION

RIDER

(OFFICERS & DIRECTORS)

* * * *

<u>NAME & OFFICE</u>	<u>STREET AND NUMBER</u>	<u>CITY AND STATE</u>	<u>TERM EXPIRES</u>
FAITH GROSSNICKLE President	53 Wall Street	New York, NY 10005	1985
STEPHEN R. VOLK Secretary & Dir.	53 Wall Street	New York, NY 10005	1985



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SECRETARY OF
STATE

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF WINTERSHALL PETROLEUM
COMPANY FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1984,
AT 10 O'CLOCK A.M.

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Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10249996

DATE: 05/18/1984

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CERTIFICATE OF INCORPORATION
OF
WINTERSHALL PETROLEUM COMPANY

FIRST: The name of the Corporation is WINTERSHALL PETROLEUM COMPANY.

SECOND: The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

The purpose specified in the foregoing paragraph shall in no wise be limited or restricted by reference to, or inference from, the terms of any provisions in this Certificate of Incorporation.

The Corporation shall possess and may exercise all powers and privileges necessary or convenient to effect the foregoing purpose, including the general powers now or hereafter conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of Delaware.

FOURTH: The total number and the designation of the shares of capital stock which the corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$1.00 per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Faith Grossnickle	53 Wall Street New York, New York 10005

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws of the Corporation so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends; and

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders.

(3) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Certificate of Incorporation, and to any by-law from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

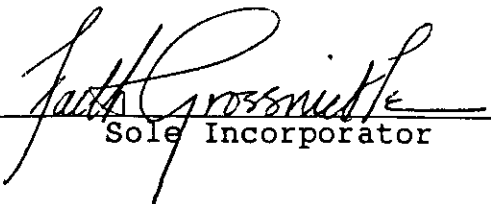
NINTH: The Corporation may, to the full extent permitted by section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

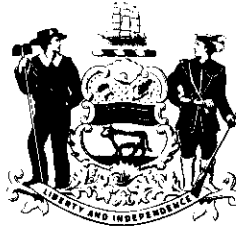
TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the

creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors, and officers herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate of Incorporation, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and accordingly has hereunto set her hand this 30th day of April, 1984.


Sole Incorporator



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF WINTERSHALL PETROLEUM COMPANY FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1984, AT 10 O'CLOCK A.M.

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A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10255430

DATE: 05/25/1984

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

WINTERSHALL PETROLEUM COMPANY, a corporation
organized and existing under and by virtue of the General
Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent of its members, adopted the following resolution:

RESOLVED, that the Article "FIRST" of the Certificate of Incorporation of this Corporation as filed on May 1, 1984 be, and hereby is, amended to be and read as follows:

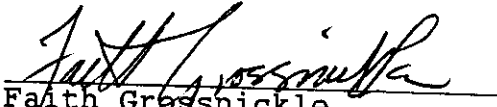
"FIRST: The name of the Corporation is Wintershall Petroleum Corporation."

SECOND: That thereafter, in lieu of a meeting, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

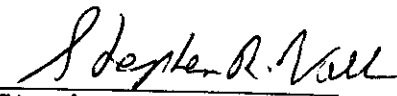
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Wintershall Petroleum Company has caused this certificate to be signed by Faith Grossnickle, its President, and attested by Stephen R. Volk, its Secretary, as of this 24th day of May, 1984.

WINTERSHALL PETROLEUM COMPANY

By 
Faith Grossnickle
President

ATTEST:

By 
Stephen R. Volk
Secretary