

Department of State.

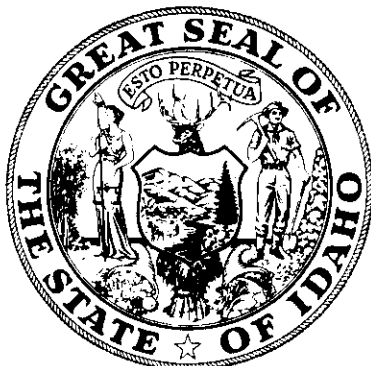
**CERTIFICATE OF AUTHORITY
OF**

ASSOCIATES RESOURCE CORPORATION

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

Dated **March 21**, 19 **80**.



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:

1. The name of the corporation is ASSOCIATES RESOURCE CORPORATION
2. *The name which it shall use in Idaho is ARC
3. It is incorporated under the laws of the State of Texas
4. The date of its incorporation is July 11, 1979 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 2880 L. B. J. Frwy., Plaza North Bldg., Suite 302, Dallas Texas 75234
6. The address of its proposed registered office in Idaho is 2000 Overland, Burley, Idaho 83318, and the name of its proposed registered agent in Idaho at that address is Eldon Anderson
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Selling of interest in gas and oil drilling ventures.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Weldon George</u>	<u>Chairman of the Board</u>	<u>1745 Hinton, Dallas, Texas 75235</u>
<u>Edris Roberts</u>	<u>President</u>	<u>4622 Sprucewood, Garland, Texas 75042</u>
<u>B. J. Elkins</u>	<u>Vice-President</u>	<u>11210 Gemini, Dallas 75229</u>
<u>Bert Martin</u>	<u>Vice-President</u>	<u>1745 Hinton, Dallas Texas 75235</u>
<u>Harold Copher</u>	<u>Secretary-Treasurer</u>	<u>1306 W. Euless Blvd. Euless, Texas 76039</u>

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
<u>1,000,000</u>	<u>Common Stock</u>	<u>(\$.01)</u>
_____	_____	_____
_____	_____	_____

(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>1,000,000</u>	<u>Common Stock</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 July 11, 19 79.

Edris Roberts, President

By _____

Its _____ President

and _____

Its ~~Treasurer~~ Secretary

STATE OF Texas)
)ss:
COUNTY OF Tarrant)

I, Rita Nieswiadomy, a notary public, do hereby certify that on this 21 day of February, 19 80, personally appeared before me Harold L. Copher, who being by me first duly sworn, declared that he is the Sec-Treasurer of Associates Resource Corporation.

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

Rita Nieswiadomy
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.



SECRETARY OF
STATE

The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

Associates Resource Corporation

The undersigned, as Secretary of State of the State of Texas, hereby certifies that Articles of Incorporation for the above corporation duly signed and verified pursuant to the provisions of the Texas Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto a copy of the Articles of Incorporation.

Dated July 11, 19 79

Geo Strake Jr.
Secretary of State

ARTICLES OF INCORPORATION
OF
ASSOCIATES RESOURCE CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

That the name of the corporation shall be ASSOCIATES RESOURCE CORPORATION.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The primary purpose for which this corporation is organized is to establish and maintain an oil business and to market and distribute crude oil or petroleum and all of its products, including natural gas; to locate, purchase, lease, sublease, or otherwise acquire, and to sell, mortgage, or otherwise dispose of lands containing or believed to contain oil, petroleum or natural gas, or any other mineral or thing of value or any of them, and to prospect or drill for or produce same; to purchase, to lease or otherwise dispose of developed or producing oil or gas properties or the products of such oil or gas properties, subject to the limitations prescribed by the laws of the State of Texas; and any or all related or non-related product directed by the Board of Directors of the corporation.

Further, the corporation is organized for the following other purposes:

(1) To engage generally in any business related or unrelated to that described in the initial paragraph of this Article as the primary purpose as from time to time is authorized or approved by the Board of Directors of this Corporation, or to carry on any other trade or business which can in the opinion of the Board of Directors of this Corporation be advantageously carried on in connection with or auxiliary to the primary purpose described in the said initial paragraph of this Article, and to do all such things as be incidental or conducive to the attainment of the business objectives stated hereinabove.

(2) To enter into any lawful arrangements for sharing profits and/or losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE VIII

The corporation shall not transact any business or incur any indebtedness, except such as shall be incidental to its organization or to obtaining subscriptions to or payments for its shares, until it has received, for the issuance of shares, consideration of the value of ONE THOUSAND DOLLARS (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE IX

The address of the initial registered office of the corporation is 4622 Sprucewood, Garland, Texas, 75042, and the name of the initial registered agent at such address is EDRIS ROBERTS.

ARTICLE X

The number of directors constituting the initial Board of Directors of the corporation shall be five (5), and the names and addresses of their persons who are to serve as initial directors until the first annual meeting of stockholders, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Edris Roberts	4622 Sprucewood Garland, Texas 75042
Weldon George	1745 Hinton Dallas, Texas 75235
Bert Martin	1745 Hinton Dallas, Texas 75235
Harold Copher	1306 West Euless Blvd. Euless, Texas 76039
B. J. Elkins	11210 Gemini Dallas, Texas 75229

However, the corporation is now authorized to have a Board of Directors of not more than seven (7) in number; and such Board of Directors shall increase in size from five (5) by even numbers only, with the addition of two or more directors as the shareholders of the corporation, at the direction of suggestion of the Board of Directors, shall decide.

ARTICLE XI

The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Edris Roberts	4622 Sprucewood Garland, Texas 75042
Harold Copher	1306 West Euless Blvd. Euless, Texas 76039
Bert Martin	1745 Hinton Dallas, Texas 75235

ARTICLE V

The governing board of this corporation shall be "directors" and shall consist of no less than three nor more than seven persons who shall be elected by and from among the stockholders annually or as may otherwise be provided by the by-laws of the corporation. At such annual or other stockholders' meetings, each holder of common stock shall be entitled to one vote in person or by proxy for each share of stock standing registered in his or her name five days preceeding the date of such meeting.

The original directors and subscribers of this corporation and the amount subscribed by each are as follows: E. Roberts (400,000.), W. George (150,000.), B. Martin (150,000.), B. J. Elkins (150,000.), H. Copher (150,000.).

ARTICLE VI

The directors shall adopt by-laws for the governing of the corporation and shall have the power to at any time amend, alter, modify or repeal any by-law of this corporation; provided, however, that any by-law adopted, changed or repealed by the common stockholders of the corporation shall not be repealed, changed or re-enacted or in any other way altered or modified by the directors without the affirmative vote of the majority of the common capital stock voted and such affirmative action entered in writing in the minutes of the meeting at which the action was taken.

The directors shall have the power to fill vacancies occuring in the board from any cause and to appoint from among their number an executive committee which to the extent provided by resolution or by the by-laws of the corporation shall have and exercise the powers of the board of directors.

The majority of the board of directors shall have the power to determine the value of all property purchased or otherwise acquired as sold or disposed of by the corporation, and of any and all services rendered to the corporation, and such decision shall be final and binding upon the corporation. The directors or its executive committee has the power to fix the amount to be reserved of any surplus over and above the amount which shall be distributed, if any, to the common stockholders of the corporation in the form of dividends.

ARTICLE VII

The annual or special meetings of the stockholders or any meeting of the board of directors may be held at the company's principal office, or elsewhere, in or out of the State of Texas and shall be called as provided in the by-laws of the corporation.

(3) To have and to exercise all rights and powers that are now and may hereafter be granted to a corporation by law.

(4) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(5) To contract for the erection, construction or repair of any building, structure or improvement, public or private, and to erect, construct or repair same or any materials for said purposes.

(6) To erect or repair any building or improvement, and to accumulate and lend money for said purposes, and to purchase, sell and subdivide real property into towns, cities, and villages, and their suburbs not extending more than two miles beyond their limits, and to accumulate and lend money for that purpose.

(7) To enter into, make, and perform contracts of every kind and description authorized by the laws of the State of Texas with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or dependency thereof.

(8) To establish, maintain, sell, set up, or otherwise deal in retail or wholesale outlets connected with the business undertakings, and to buy, sell, exchange, and generally deal in wholesale and retail goods, wares and merchandise of every kind and description.

(10) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign or lease such securities.

(11) To sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the corporation, or which it may acquire, or any interest in same.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Texas under the Texas Business Corporation Act, and to do any or all the things hereinbefore set forth to the same extent as natural persons might or could do.

The objectives and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but the objectives and purposes specified in the foregoing clauses shall be regarded as independent objectives and purposes.

All of the objectives and purposes specified in the foregoing clauses shall be subject to and limited by the provisions of PART FOUR of the MISCELLANEOUS CORPORATIONS ACT, CHAPTER 205, HOUSEBILL NO. 138 of the 57TH LEGISLATURE OF THE STATE OF TEXAS, and particularly by ARTICLES 4.01 and 4.05 of said Act as now existing or as may hereinafter be amended.

The Corporation may in its by-laws confer powers not in conflict with law upon its directors, in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE IV

The total authorized common stock of this corporation shall be ten thousand dollars (\$10,000.00) divided into one million (1,000,000.00) shares of common stock having a par value of one cent (\$.01) per share. When issued, shares of the common stock of the corporation shall be deemed to be fully paid and non-assessable.

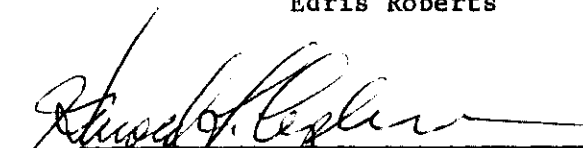
No stockholder of the Corporation shall, upon the sale for cash of any new stock of the Corporation of the same class as that which he already holds, have the right to purchase his pro rata share of such stock at the price at which it is offered to others, or to any other preemptive rights to such stock, whether or not such stock is exchangeable for any stock of the Corporation or any other class or classes, and whether such stock is issued out of the number of shares authorized by the Articles of Incorporation as originally filed, or by an amendment thereto, or out of shares of stock of the Corporation acquired by it after the issue thereof; nor shall any holder of any of the stock of the Corporation as such holder, have any pro rata right to purchase or subscribe for any obligation which the Corporation may issue or sell to others that shall be convertible into or exchangeable for any shares of the stock of the Corporation of any class or classes, or to which shall be attached or shall appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner thereof the right to subscribe for or purchase from the Corporation any shares or its stock of any class or classes when such obligations are offered to others.

IN WITNESS WHEREOF we have hereunto set our hands at Dallas County, Texas this

10th day of July, A.D. 1979.



Edris Roberts



Harold Copher



Bert Martin

THE STATE OF TEXAS

COUNTY OF DALLAS

I, the undersigned, a Notary Public, hereby certify that on this 10th day of July, A.D. 1979, personally appeared before me EDRIS ROBERTS, HAROLD COPHER and BERT MARTIN, who, each being by me duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as Incorporators, and that the statements contained therein are true.



Notary Public in and for
Dallas County, Texas

*Commission expires
Sept 17, 1980*