State of Idaho

GREAT SEAL OF THE STATE OF IDAHO

ESTO PERPETUA

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

PETRO-ENERGY CORPORATION

a corporation duly organized and existing under the laws of **Delaware,** 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 **sixteenth** day of **November,** 19**59** , a properly authenticated copy of its articles of incorporation, and on the **sixteenth** day of **November,** 19 **59**, a designation of **J. L. Eberle,** 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 **16th** day of **November** , A.D. 19 **59** .

Secretary of State.

Foreign

State of Delaware

Office of Secretary of State.

I, George J. Schulz, *Secretary of State of the State of Delaware,* do hereby certify *that the above and foregoing is a true and correct copy of* Certificate of Incorporation of the "PETRO-ENERGY CORPORATION", as received and filed in this office the fifth day of November, A. D. 1959, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* ninth *day of* November *in the year of our Lord one thousand nine hundred and* fifty-nine.

George J. Schulz
Secretary of State

[illegible]
Ass't. Secretary of State

FORM 120

CERTIFICATE OF INCORPORATION

OF

PETRO-ENERGY CORPORATION

* * * * *

FIRST. The name of the corporation is

PETRO-ENERGY CORPORATION.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To prospect for, produce, refine, treat, distill, manufacture, transport, store, buy, sell, exchange and otherwise acquire, handle and generally deal in and dispose of petroleum and petroleum products, oil, sulphur, salt, natural and artificial gas, asphalt, bitumen, bituminous substances, carbon, carbon black, coal and all other fluids or minerals and hydrocarbon and mineral substances of all grades, kinds, forms, descriptions and combinations and any and all products and by-products which may be derived from the said minerals and substances or any of them, and also medicinal products, insecticides, fungicides, rodenticides and specialties of all kinds and compounds and combinations thereof.

To manufacture, purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, deal and trade in goods, wares, merchandise and personal property of every kind and description and in any part of the world, and to transport the same by land or water or in any other manner.

To build, construct, maintain and operate factories, refineries, gas works, pipe lines, pumping stations, tanks, tank cars, bridges, whether over navigable waters or otherwise, warehouses, repair shops, power plants, telephone and telegraph lines, radio stations and other communication equipment, all kinds of machinery and equipment, office buildings and every other structure and facility necessary or convenient for use in carrying on the business of the corporation and in any part of the world.

To manufacture, buy, sell or furnish under private contract gas, electricity, steam, water, or fuel or power of any kind; to furnish to or receive from persons, firms, corporations, or associations of persons labor, materials, and service of every kind.

To engage in or to carry on for others engineering, chemical, physical, or any other scientific research or development work; to investigate, test, develop, produce, demonstrate and license new chemical processes; to use and operate such processes and to sell or otherwise exploit or dispose of the same; to sell, use or otherwise dispose of any products made by any such new chemical processes; to manufacture, produce, sell and otherwise deal in chemicals, organic and inorganic, of all kinds, gases, solids, liquids, and any and all combinations thereof.

To build, purchase, take in exchange, lease, charter, hire or otherwise acquire, the ownership or use of, to navigate, operate as owner, charterer or managing operator, equip and man ships and vessels of all types and classes, however propelled or with no propelling power, or sailing ships, together with all the equipment, stores, furniture and appurtenances thereof, docks, wharves, piers, basins, dry-docks, graving docks and floating dry-docks, works, shipyards, repair yards, salvage and towing craft and their equipment, oil terminals, whether on land or off shore, and all other kinds of buildings or structures on land or afloat used in connection with shipping, and to maintain, repair, improve, recondition, re-engine, convert, alter, and to manufacture or otherwise acquire parts, tools, machinery, appliances and materials for, and to sell, exchange, mortgage, lease, let out on hire or charter or otherwise deal with and dispose of any of the items of property aforesaid.

To use and employ any of the ships, vessels, buildings and structures above set forth and so built, acquired, owned, operated, leased, chartered or held, in any lawful business, trade, commerce or navigation and for the storing, loading, transportation and carriage of property, goods and merchandise of every description, in bulk or otherwise, and packed in any containers, whether such property, goods and merchandise are owned by this corporation or by any other person, persons, or corporation, between such ports in any part of the world as may seem expedient, and to enter into charter parties and contracts for the loading, storage and carriage of any such property, goods or merchandise; and in general to carry on all or any of the businesses of merchants, ship-owners, ship brokers, Custom House brokers, insurance brokers, managers of shipping property, freight contractors, carriers of passengers and goods by water, barge owners, wharfingers, stevedores, lightermen, salvagement, tug owners, dry-dock owners, shipbuilders, ship designers and engineers, naval architects, ship repairmen, forwarding agents, warehousemen and general traders, whether as principal or agent; and, generally, to do any and all things necessary or incidental to such businesses or any of them.

To apply for and obtain from the Government of the United States of America, or from any other Government, either as principal or agent, the registry, enrollment or license of such ships, vessels or other floating structures cognizable by the registry, or enrollment and license laws of such Government, as may be built, acquired, owned, chartered or operated by this corporation in and about its said business of operating ships, in and between the different ports of the United States of America and its colonies, dependencies or possessions, and in and between ports of or belonging to the United States and the ports of foreign countries, their colonies, dependencies or possessions and in and between the ports of or belonging to foreign countries or otherwise.

To enter into and perform contracts of every kind and description for any lawful purpose with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof without limit as to amount.

To borrow money, draw, make, accept, endorse, discount, transfer, assign, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and transferable instruments and evidences of indebtedness, without limit as to amount, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and pledge all or any part of the property or assets owned or held, by this corporation, upon such terms and conditions as the board of directors shall authorize.

To buy and otherwise acquire, to own, hold, deal in, transfer, assign, sell, exchange, lease, rent, handle, and dispose of, mortgage, lien or otherwise encumber, real, personal and other property, and any interest, right and estate therein, of every kind, nature, class and description and in any part of the world.

To apply for, register, purchase, lease or otherwise acquire, and to hold, use, develop, operate and introduce, and to sell, assign, lease, grant licenses in respect to, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country and patents, patent rights, licenses, privileges, inventions, improvements, processes, trade-marks and trade names, whether registered or secured under letters patent or otherwise, relating to or useful in connection with any business of the corporation.

To acquire by purchase, subscription, exchange or otherwise, and to own, hold for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, shares of the capital stock of and any bonds, mortgages, securities and evidences of indebtedness, and other obligations issued or created by any corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the holder or owner thereof, to exercise all the rights, powers and privileges of ownership and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds or other obligations of the corporation.

To promote or to aid in any manner, financially or otherwise, any corporation, joint stock company or association of which any stocks, bonds or other securities and obligations are held or in any manner guaranteed directly or indirectly by this corporation or in which this corporation is or may be in any way interested, and for this purpose to guarantee the contracts, dividends, interest, stocks, bonds, notes, and other obligations of such other corporations, joint stock companies, or associations and to do any other acts or things for the protection, preservation, improvement, or enhancement of the value of any such stocks, bonds or other securities and obligations.

To acquire the good will, rights and property and the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, the stock or bonds of this corporation or otherwise, and to hold, manage, operate, conduct, and to dispose of in any manner the whole or any part of any such acquisitions, and to exercise all the powers necessary or convenient in and about the conduct and management thereof.

To merge or consolidate with any corporation heretofore or hereafter created in such manner as may be permitted by law.

To organize or cause to be organized under the laws of any state, district, territory, province or government, a corporation or corporations for any lawful purpose, and to dissolve, wind up, liquidate, merge or consolidate such corporation or corporations, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

To purchase, hold, sell, exchange, re-issue, cancel, transfer or otherwise deal in shares of its own capital stock, in its own bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its board of directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation and provided, further, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

To exercise all or any of its corporate powers, rights and privileges in the State of Delaware, in other states, the District of Columbia, the territories, colonies and possessions of the United States and in foreign countries, without restriction or limitation, and for this purpose to have and maintain such number of offices and agencies within and without the State of Delaware as may be convenient and to appoint the necessary agents and representatives therefor.

To carry out all or any part of the foregoing objects as principal, agent, factor, broker or representative in any part of the world for any other persons, firms or corporations, domestic or foreign, or for ships and vessels of any types and class belonging to other persons, firms or corporations or for shipping lines or groups, syndicates, consortiums or conferences of ships or shipping lines.

To do all and everything necessary, suitable and proper for the attainment of any of the purposes, the accomplishment of any of the objects or the furtherance of any of the powers hereinbefore set forth and to carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the foregoing or calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties; and to have, enjoy and exercise any and all rights, powers and privileges which are now or which may be hereafter conferred upon corporations organized under the laws of the State of Delaware as they now exist or may be amended or supplemented.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two hundred fifty (250); all of such shares shall be without par value.

FIFTH. The minimum amount of capital with which the corporation will commence business is Two Thousand Five Hundred Dollars ($2,500.00).

SIXTH. The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
R. F. Westover	Wilmington, Delaware
L. A. Schoonmaker	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ELEVENTH. In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

TWELFTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

THIRTEENTH. 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 herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 3rd day of November A.D. 1959.

R. F. Westover (SEAL)

L. A. Schoonmaker (SEAL)

A. D. Atwell (SEAL)

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED that on this 3rd day of November A.D. 1959, personally came before me, a Notary Public for the State of Delaware, R. F. Westover, L. A. Schoonmaker and A. D. Atwell all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Howard K. Webb
Notary Public

Howard K. Webb
Notary Public
Appointed June 27, 1958
State of Delaware
Term Two Years