



CERTIFICATE OF AUTHORITY  
OF  
AMBEREX CORPORATION

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

Dated April 23, 19 82.



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 AMBEREX CORPORATION
2. \*The name which it shall use in Idaho is AMBEREX CORPORATION
3. It is incorporated under the laws of TEXAS
4. The date of its incorporation is 11-19-81 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 901 South 1st, Abilene, Texas 79602
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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To conduct general oil, gas & mining business

8. The names and respective addresses of its directors and officers are:

| Name                 | Office | Address |
|----------------------|--------|---------|
| (SEE ATTACHED RIDER) |        |         |
|                      |        |         |
|                      |        |         |
|                      |        |         |

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>100,000</u>   | <u>Common</u> | <u>\$1.00</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 |
|------------------|--------|--|
| 100,000          | Common | \$1.00   |
|                  |        |  |
|                  |        |  |

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 April 5, 19 82.

AMBEREX CORPORATION

By

Jackie Morue

Its Vice President

and

Wilson C. Orr

Its Secretary

STATE OF TEXAS )

COUNTY OF TAYLOR ) ss:

I, Connie Jenkins, a notary public, do hereby certify that on this 5th day of April, 19 82, personally appeared before me Jackie Morue, who being by me first duly sworn, declared that ~~he~~ she is the Vice President of AMBEREX CORPORATION

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

Connie Jenkins  
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.

| <u>NAME</u>        | <u>OFFICE</u>   | <u>ADDRESS</u>   |
|--------------------|---|--|
| G. Randy Nicholson | Chairman of Board   | 901 South First Street<br>Abilene, TX 79602<br>P. O. Box 3579<br>Abilene, TX 79604 |
| Perry Cloud        | President   | "  |
| Gary F. Lawyer     | Vice President  | "  |
| Wilson C. Orr      | Vice President<br>Secretary                                 | "  |
| Roland C. Orr      | Vice President<br>Treasurer                                 | "  |
| Jackie Morue       | Vice President, Assistant<br>Secretary, Assistant Treasurer | "  |
| Valera M. Swa      | Assistant Secretary   | "  |
| Wilson C. Orr      | Director  | "  |
| Ray McGlothlin     | Director  | "  |
| G. Randy Nicholson | Director  | "  |



# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

AMBEREX CORPORATION

Articles of Incorporation

November 19, 1981

Articles of Amendment

March 19, 1982

*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

*14th day of April, A. D. 19 82.*

*David A. Lee*  
Secretary of State

dem

NOV 19 1981

CLERK I G  
Corporation Division

ARTICLES OF INCORPORATION  
OF  
AMBER EXPLORATION COMPANY

ARTICLE ONE

The name of the corporation is AMBER EXPLORATION COMPANY.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

A. To engage in, conduct, and carry on a general oil, gas, mining, and chemical business, including, but not limited to, exploring, drilling, and mining for, producing, gathering, storing, refining, blending, processing, manufacturing, buying, selling, marketing, and dealing in (at both retail and wholesale) oil, gas, minerals, chemicals, and products of same; provided, however, that this corporation shall not engage directly in the oil pipeline business in the State of Texas.

B. To engage in, conduct, and carry on a general oil and gas equipment and supply business, including, but not limited to, manufacturing, buying, selling, marketing, and dealing in (at both retail and wholesale) all types of equipment and supplies used by the oil and gas industry.

C. To engage in, conduct, and carry on the business of processing, milling, treating, handling, manufacturing, buying, selling, marketing, and dealing in (at both retail and wholesale) commodities, goods, wares, merchandise, and personal property of every class and description.

D. To engage in, conduct, and carry on a general farming and ranching business; provided, however, that this corporation shall not engage in the business of operating stockyards and of slaughtering, refrigerating, canning, cutting, or packing meat in the State of Texas.

E. Subject to the provisions of Part Four of the Texas Miscellaneous Corporation Laws Act, to engage in, conduct, and carry on a general investment business, including, but not limited to, investments in real estate, and the subdivision and development thereof, and investments in personal property of every class and description.

F. The transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) of the par value of ONE DOLLAR (\$1.00) each.

#### ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of ONE THOUSAND DOLLARS (\$1,000.00) consisting of money, labor done, or property actually received.

#### ARTICLE SIX

No shareholder of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to subscribe for, purchase or acquire any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders, other than such rights, if any, as the Board of Directors, in its discretion, may grant to the shareholders to purchase such additional securities; and the Board of Directors may issue additional or treasury shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class without offering the same in whole or in part to the existing shareholders of any class.

## ARTICLE SEVEN

At each election of directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he had a right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

## ARTICLE EIGHT

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any bylaw, agreement, vote of shareholders, or otherwise.

## ARTICLE NINE

No contract or other transaction between the corporation and any other corporation and no other acts of the corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors or officers of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director or officer of the corporation individually, or any firm



or association of which any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or as a member of such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or who is such a party or so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or any other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director or officer of such subsidiary or affiliated corporation.

Any contract, transaction, act of the corporation or of the directors, which shall be ratified at any annual meeting of the shareholders of the corporation, or at any special meeting called for such purpose, shall, insofar as permitted by law be as valid and as binding as though ratified by every shareholder of the corporation; provided, however, that any failure of the shareholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

Subject to any express agreement which may from time to time be in effect, any shareholder, director, or officer of the corporation may carry on and conduct

in his own right and for his own personal account, or as a partner in any partnership, or as a joint venturer in any joint venture, or as an officer, director or shareholder of any corporation, or as a participant in any syndicate, pool, trust, or association, any business which competes with the business of this corporation and shall be free in all such capacities to make investments in any kind of property in which this corporation may make investments.

#### ARTICLE TEN

The street address of its initial registered office is 901 SOUTH FIRST STREET, ABILENE, TEXAS 79602; and the name of its initial registered agent at such address is RAY McGLOTHLIN, JR.

#### ARTICLE ELEVEN

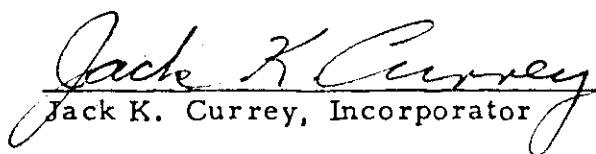
The number of directors constituting the initial board of directors is THREE (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| <u>Names</u>        | <u>Addresses</u>                               |
|---------------------|--|
| G. Randy Nicholson  | 901 South First Street<br>Abilene, Texas 79602 |
| Ray McGlothlin, Jr. | 901 South First Street<br>Abilene, Texas 79602 |
| Wilson C. Orr       | 901 South First Street<br>Abilene, Texas 79602 |

#### ARTICLE TWELVE

The name and address of the incorporator is:

Jack K. Currey  
312 First National-Ely Building  
365 Cypress Street  
Abilene, Texas 79601

  
Jack K. Currey, Incorporator

STATE OF TEXAS  
COUNTY OF TAYLOR

Before me, a notary public, on this day personally appeared JACK K. CURREY, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 17th day of November, 1981.

Tammy Kay Smart  
Tammy Kay Smart  
Notary Public, State of Texas

My commission expires:

October 27, 1985

MAR 19 1982

CLERK OF  
Corporation Division

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AMBER EXPLORATION COMPANY

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which changes the name of the corporation:

ARTICLE ONE: The name of the corporation is AMBER EXPLORATION COMPANY.

ARTICLE TWO: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 16, 1982:

ARTICLE ONE is amended to read as follows:

"The name of the corporation is AMBEREX CORPORATION".

ARTICLE THREE: The number of shares of the corporation outstanding at the time of such adoption was ONE HUNDRED THOUSAND (100,000); and the number of shares entitled to vote thereon was ONE HUNDRED THOUSAND (100,000).

ARTICLE FOUR: The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

DATED: March 18, 1982.

AMBER EXPLORATION COMPANY

By Wilson C. Orr  
Wilson C. Orr, Its Vice-President

And Jackie Morue  
Jackie Morue, Its Assistant  
Secretary

STATE OF TEXAS        |


COUNTY OF TAYLOR     |

Before me, a notary public, on this day personally appeared Wilson C. Orr, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 18th day of March, 1982.

My commission expires:

December 11, 1984

  
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Dan Gunter  
Notary Public, State of Texas