



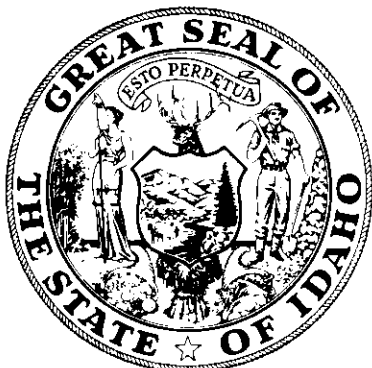
CERTIFICATE OF AUTHORITY  
OF

LEAR PETROLEUM CORPORATION

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

Dated August 30, 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 Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SECRETARY OF  
STATE

1. The name of the corporation is LEAR PETROLEUM CORPORATION
2. \*The name which it shall use in Idaho is LEAR PETROLEUM CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 19, 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 4925 Greenville Avenue, Dallas, Texas 75206
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:  
General oil and gas business

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

| Name | Office | Address |
|------|--------|---------|
|------|--------|---------|

(SEE ATTACHED 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>100,000,000</u> | <u>Common</u>    | <u>\$0.10</u>  |
| <u>20,000,000</u>  | <u>Preferred</u> | <u>\$1.00</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 |
|------------------|-----------|--|
| 9,386,459        | Common    | \$0.10   |
| 2,200,000        | Preferred | \$1.00   |

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 certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated August 24, 19 84.

LEAR PETROLEUM CORPORATION

By

Its VICE President

and

Its ASST Secretary

STATE OF TEXAS )

) ss:

COUNTY OF DALLAS )

I, KATHRYN E. INMAN, a notary public, do hereby certify that on this 24th day of August, 19 84, personally appeared before me G. D. MOWL, who being by me first duly sworn, declared that he is the VICE PRESIDENT of LEAR PETROLEUM CORPORATION

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

Kathryn E. Inman  
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.

LEAR PETROLEUM CORPORATION

List of Officers  
August 15, 1984

| <u>Name</u>        | <u>Title</u>   |
|--------------------|--|
| Max W. Woodard     | President and Chief Executive Officer                      |
| Dennis R. Coe      | Vice President - Administration<br>and Assistant Secretary |
| H. Monroe Helm III | Vice President - Investor Relations                        |
| Jack M. Lafield    | Vice President - Gas Transmission<br>and Marketing         |
| Gordon D. Mowl     | Financial Vice President                                   |
| Joseph T. Williams | Vice President   |
| Randall B. Wilson  | Vice President, General Counsel<br>and Secretary           |
| John A. Winslow    | Vice President - Information Services                      |
| John M. Karnowski  | Treasurer and Assistant Secretary                          |
| Lonnie T. Samford  | Controller   |
| William G. Webb    | Assistant Secretary  |

Address for all Officers:  
950 One Energy Square  
4925 Greenville Avenue  
Dallas, Texas 75206

LEAR PETROLEUM CORPORATION

List of Directors  
August 15, 1984

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Ben C. Burkett, II    | 950 One Energy Square<br>4925 Greenville Avenue<br>Dallas, Texas 75206                       |
| G. E. Engleman        | Texas Commerce Bank of Fort Worth<br>P. O. Box 1290<br>Fort Worth, Texas 76101               |
| William H. Fetter     | 2215 Carriage Lane<br>LaMarque, Texas 77568  |
| Jack M. Lafield       | 950 One Energy Square<br>4925 Greenville Avenue<br>Dallas, Texas 75206                       |
| R. L. Mitchell        | 7130 Greenbrook Lane<br>Dallas, Texas 75214  |
| B. C. Robertson       | Lone Star Steel<br>P. O. Box 35888<br>Dallas, Texas 75235                                    |
| L. Gayle Rodgers      | 3149 East 58th Street<br>Tulsa, Oklahoma 74105   |
| William W. Talley, II | Resource Analysis & Management Group<br>6001 North Robinson<br>Oklahoma City, Oklahoma 73118 |
| Joseph T. Williams    | 950 One Energy Square<br>4925 Greenville Avenue<br>Dallas, Texas 75206                       |
| Max W. Woodard        | 950 One Energy Square<br>4925 Greenville Avenue<br>Dallas, Texas 75206                       |

State of Delaware


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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 LEAR PETROLEUM CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

I I I I I I I I I

  
 Glenn C. Kenton, Secretary of State

AUTHENTICATION:

10317980

DATE:

08/31/1984

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