

State of Idaho

Department of State.

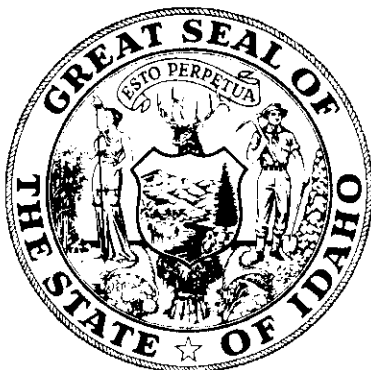
CERTIFICATE OF AUTHORITY OF

BRENT MINING, INC.

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

Dated February 7, 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 statement:

1. The name of the corporation is Brent Mining, Inc.
2. *The name which it shall use in Idaho is Brent Mining, Inc.
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is October 15, 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 717 Seventeenth St., Suite 2060, Denver, Colorado 80202
6. The address of its proposed registered office in Idaho is 615 Ellwood Drive, Boise, Idaho 83706, and the name of its proposed registered agent in Idaho at that address is Raymond Cooper
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Mineral exploration and extraction
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Graham R. Curtis	President	11880 Swadley Dr., Lakewood, CO 80215
Kenneth P. Bottoms	Secretary	5616 S. Ivy Ct., Englewood, CO 80110
Walter B. Ruck	Treasurer	1302 Riverdale, Calgary, Alberta, Canada
Warren L. Meeks	Controller	2455 W. Park Ln., Littleton, CO 80120
Shirley L. Holmes	Director	4132 S. Ouray Way, Aurora, CO 80013
William J. Myers	Director	5948 S. Willow Way, Englewood, CO 80111

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>30,000,000</u>	<u>COMMON</u>	<u>NO PAR</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
1,409,000	COMMON	NO PAR

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 January 22, 19 80.

Brent Mining, Inc.
By Graham R. Curtis
Its President
and Kenneth P. Bottoms
Its Secretary

STATE OF Colorado)
COUNTY OF Denver) ss:

I, Marilyn Harper, a notary public, do hereby certify that on this 22nd day of January, 19 80, personally appeared before me Graham R. Curtis, who being by me first duly sworn, declared that he is the President of Brent Mining, Inc.

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

Marilyn Harper
Notary Public

My commission expires September 26, 1982

*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.

1330
383805
SECRETARY OF STATE

ALL: 00
ARTICLES OF INCORPORATION
OF
BENT MINING, INC.

1870
STATE OF COLORADO
DEPT. OF STATE

The undersigned natural person, who is eighteen years of age or more, acting as incorporator in order to organize and establish a corporation under and pursuant to the statutes of the State of Colorado, does hereby adopt the following Articles of Incorporation, to wit:

ARTICLE I

The name of the Corporation is BENT MINING, INC., and such Corporation shall be referred to hereinafter as the Corporation.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is organized are as follows:

1. To carry on the business of prospecting for, drilling, producing, developing, mining, purchasing, refining, storing, manufacturing, transporting, buying and selling or otherwise dealing in any natural and artificial gas and oil and hydrocarbons and related substances, or any of them, and products or by-products thereof, and, without being limited by the foregoing, any other minerals or substances.

COMPUTER PRINT COMPLETE
YA

2. To acquire, own, lease, mortgage, pledge, prospect for, **1871**
open, explore, survey, develop, work, improve, maintain, and
manage, either for its own account or others, or otherwise par-
ticipate in ownership of, mines, petroleum and natural gas wells,
permits, claims, concessions, leases, reservations, and lands,
or interest therein of any kind, including without limita-
tion royalty interest, believed to contain or to be capable of
containing and producing petroleum, natural gas, and other minerals,
or any of them, and, either for its own account or others, or
through ownership participation, to drill for, search for, win,
get, pump, assay, refine, distill, mine, analyse, manufacture,
treat and prepare for market, store, transport, pipe, sell, buy,
exchange, and otherwise deal in petroleum, natural gas, and other
minerals, or any of them, and any products or by-products thereof.

3. To construct, manufacture, acquire, lease, operate, and
maintain works for holding, receiving, treating, refining, mining,
milling, and preparing for market and transporting any such products,
goods, and merchandise, and all other buildings and works, fittings,
machinery, apparatus, and appliances convenient or necessary for
the objects of the Corporation.

4. To acquire, own, lease, operate, sell, mortgage, or other-
wise deal in all real and personal property interests, tangible
or intangible, wherever situated, alone or in conjunction with
others.

5. To borrow or raise and secure the payment of money in
such manner and on such terms as may seem expedient, and, in
particular, and without in any way limiting the generality of the

1872

...to mortgage and charge any and all undertakings of the Corporation to secure the stocks and bonds of other corporations.

8. To carry out any other purposes permitted by corporations organized under and pursuant to the statutes and laws of the State of Colorado.

9. Generally to do any and all things necessary, profitable, or convenient to the purposes hereinabove expressed.

ARTICLE IV

In furtherance of the purposes set forth in Article III above, the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under and pursuant to the statutes of the State of Colorado.

ARTICLE V

The aggregate number of shares which this Corporation shall have authority to issue is 30,000,000 shares of fully participating common stock of no par value. All of the stock of this Corporation shall be issued from time to time at the option, choice, and discretion of the Board of Directors, and none of said shares of stock in the hands of any persons whomever shall be liable, or render such person liable, to the payment of any assessment or any obligation or payment on account of debts and obligations of the Corporation. The shareholders shall not have preemptive rights to subscribe to additional shares of stock.

of the business and for the benefit of the corporation, and the same are in furtherance of and are an exercise of the powers conferred by law:

ARTICLE III

The following provisions are intended for the benefit of the business and for the benefit of the corporation, and the same are in furtherance of and are an exercise of the powers conferred by law:

No contract or other transaction of the Corporation with any other persons, firm, or corporation, or in which this Corporation is interested, shall be affected or invalidated by (a) the fact that one or more of the directors or officers of this Corporation is interested in or is a director or officer of such other firm or corporation; or (b) the fact that any

ARTICLE IX

Any director or officer may be authorized by the Board of Directors to freely engage in any competing business or business, on his own personal behalf, or on behalf of others, without liability of any kind for breach of what might constitute general fiduciary duties; provided that such director or officer, in so doing, shall not make use of any information of a confidential nature obtained directly through this Corporation; provided, further, that such director or officer shall not so deal in any subject matter in which this Corporation shall have had a prior actual expectancy. The last two above mentioned provisions may be waived completely by resolution adopted by a majority of the whole Board in any particular transaction or related series of transactions.

ARTICLE X

The initial principal office of this Corporation shall be kept at Suite 2060 Energy Center 1, 717 17th Street, Denver, Colorado 80202. The Corporation shall be authorized to carry on, part or all of its business beyond the limits of the State

of Colorado. A stock ledger and other books of record shall be kept within the State of Colorado.

ARTICLE XI

The initial registered office of this Corporation shall be at 3400, 7th Ave. South, Denver, Colorado 80202, and the initial registered agent at said office shall be John H. [unclear].

ARTICLE XII

The name and address of the incorporator of the Corporation are as follows:

Harold P. [unclear] 5815 South Ivy Court
Englewood, Colorado 80110

ARTICLE XIII

The initial Board of Directors shall consist of [unclear] and their names and addresses are:

Harold P. [unclear] 5815 South Ivy Court
Englewood, Colorado 80110

William J. [unclear] 1328 Green Meadow Lane
Littleton, Colorado 80121

William J. [unclear] 11800 Bradley Drive
Broomfield, Colorado 80015

Warren E. [unclear] 7495 West Park Lane
Littleton, Colorado 80120

Shirley L. Holmes 6300 North Sheridan, Apt. 30-A
Arvada, Colorado 80003

William J. Myers 5948 South Willow Way
Englewood, Colorado 80111

1876

as Secretary, the undersigned, being the
 authorized agent in Article XII of the foregoing
 certificate of incorporation, for the purposes of organizing and
 establishing a corporation under and pursuant to the statutes
 of the State of Tennessee, executed these Articles of
 Incorporation, and declares that the statements
 therein contained are true, and accordingly has hereto set
 his hand and seal this 22 day of June,
 1976 A.D.

James H. Brown
 James H. Brown

1877

State of Oregon:)
County of) ss.
I, the undersigned,)

Notary Public for the State of Oregon, do hereby certify that on the 1st day of January, 1908, personally appeared before me Kenneth F. Johnson, who, being first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

In witness whereof, I have hereto set my hand and official seal.

Charles Valmley
Notary Public

My commission expires

My commission expires May 25, 1911

RECORDED
477
SECRETARY OF STATE'S OFFICE