



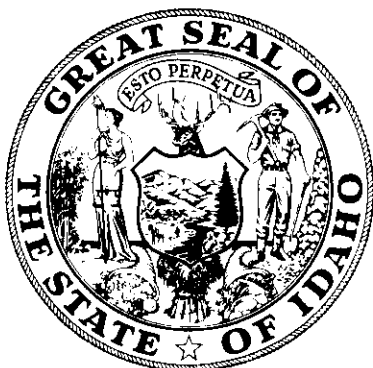
CERTIFICATE OF AUTHORITY  
OF

**EMBASSY RESOURCES, INC.**

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

Dated **July 27**, 19 **81**



*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 EMBASSY RESOURCES, INC.
2. \*The name which it shall use in Idaho is EMBASSY RESOURCES, INC.
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is January 12, 1981 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 818 17th St., Ste. 1200 - Denver CO 80202
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:  
oil and gas drilling, exploration and management
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>GLENN HOCKLEY</u>	<u>Pres. &amp; Dir.</u>	<u>6055 Silver Ridge Dr., N.W.</u> <u>Calgary, Alberta Canada</u>
<u>LARRY GIECK</u>	<u>Secy./Treas.</u> <u>&amp; Dir.</u>	<u>215 Lake Placid Green, S.E.</u> <u>Calgary, Alberta Canada</u>
<u>A. J. DONALDSON</u>	<u>Director</u>	<u>10 Lia Crescent</u> <u>Don Mills, Ontario Canada</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>50,000</u>	<u>Common, Class A</u>	<u>\$1.00</u>
<u>5,000,000</u>	<u>Common, Class B</u>	<u>No Par Value</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:

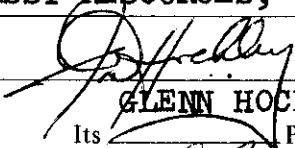
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common, Class A</u>	<u>\$1.00</u>
<u>1,300,000</u>	<u>Common, Class B</u>	<u>No Par Value</u>

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 13, 19 81

EMBASSY RESOURCES, INC.

By   
Its GLENN HOCKLEY President

and   
Its LARRY GIECK Secretary

PROVINCE  
STATE OF ALBERTA )  
CITY ) ss:  
COUNTY OF CALGARY )

I, PAUL M. FABRON, a notary public, do hereby certify that on  
this 13<sup>th</sup> day of July, 19 81, personally appeared before  
me GLENN HOCKLEY, who being by me first duly sworn, declared that he  
is the President of EMBASSY RESOURCES, INC.

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

SEAL

My Commission expires 

Name:

Notary Public  
PAUL M. FABRON

\*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.

1382  
ARTICLES OF INCORPORATION

OF

EMRAMY RESOURCES, INC.

KNOW ALL PERSONS BY THESE PRESENTS: that I, Helene Rainbird, desiring to form a corporation for the objects herein set forth under and by virtue of the laws of the State of Colorado, and in accordance with the provisions and requirements thereof, do hereby make, execute and acknowledge this certificate in writing, stating:

ARTICLE I

The name of this corporation is Eramamy Resources, Inc.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The nature of the business of this Corporation and the objects and purposes and business thereof proposed to be transacted, promoted or carried on are as follows:

1. To explore, prospect, drill for, produce, market, sell and deal in and with petroleum, mineral, animal, vegetable and other oils, asphaltum, natural gas, gasoline, naphthene, hydrocarbons, oil shales, sulphur, salt, clay, coal, minerals, mineral substances, metals, ores of every kind or other mineral or non-mineral, liquid, solid or volatile substances and products, by-products, combinations and derivatives thereof, and to buy, lease, hire, contract for, invest in and otherwise acquire, and in own, hold, maintain, equip, operate, manage, mortgage, create security interests in, deal in and with, and to sell, lease, exchange and otherwise dispose of oil, gas, mineral and mining lands, wells, mines, quarries, rights, royalties, overriding royalties, oil payments and other oil, gas and mineral interests, claims, locations, patents, concessions, easements, rights-of-way, franchises, real and personal property, and all interests therein, tanks, reservoirs, warehouses, storage facilities, elevators, terminals, markets, docks, piers, wharves, drydocks, bargeheads, pipe lines, rumping stations, tank cars, trains, automobiles, trucks, cars, tankers, ships, tugs, barges, boats, vessels, aircraft and other vehicles, crafts or machinery for use on land, water or air, for prospecting, exploring and drilling for, producing, gathering, manufacturing, refining, purchasing, leasing, exchanging or otherwise acquiring.

1 COMPUTER UPDATE COMPLETE

ing, selling, exchanging, trading for or otherwise disposing of such mineral and non-mineral substances; and to do engineering and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate and repair wells, mines, plants, works, machinery, appliances, rigging, casing, tools, storage and transportation lines and systems for this corporation and other persons, associations or corporations.

2. To carry on any other business whether or not related to the foregoing including the transaction of all lawful business for which corporations may be organized pursuant to the Colorado Corporation Code, to have and exercise all powers, privileges and immunities now or hereafter conferred upon or permitted to corporations by the laws of the State of Colorado, and to do any and all of the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado.

It is the intention that the purposes, objects and powers specified by the foregoing clauses shall not, except as otherwise expressed, be limited or restricted by reference to or inference from the terms of any other clause in these Articles of Incorporation, but each purpose, object or power stated in the foregoing clauses shall be regarded as an independent purpose, object or power.

#### ARTICLE IV

The total authorized capital of the Corporation shall consist of 50,000 shares of Common Stock, which shares shall each have a par value of \$1.00. Any and all of such shares may be issued by the Corporation from time to time for such consideration in money, property or services as may be fixed from time to time by the Board of Directors, without the necessity of action by the shareholders. All such shares shall be issued fully paid and nonassessable.

#### ARTICLE V

The business and affairs of the Corporation shall be under the control and management of a Board of Directors which initially shall consist of three (3) members, the number to be fixed by the Bylaws of the Corporation, and Glenn Hooklev, 6055 Silver Ridge Drive N.W., Calgary, Alberta, Canada, Larry Gleck, 215 Lake Placid Green S.E., Calgary, Alberta, Canada, and A. J. Donaldson, 10 Elm Crescent, Don Mills, Ontario,

Canada are hereby  
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Canada are hereby elected and designated to act as directors for the first year, or until their respective successors shall be elected and qualified.

ARTICLE VI

Cumulative voting shall not be allowed in the election of directors.

ARTICLE VII

Shareholders shall not have a pre-emptive right to subscribe for additional shares of the Corporation issued from time to time by the Board of Directors.

ARTICLE VIII

The Board of Directors shall have power to enact, alter, amend and repeal such Bylaws not inconsistent with the laws of the State of Colorado and these Articles of Incorporation as it may deem best for the management of the Corporation.

ARTICLE IX

The address of the Corporation's initial registered office is 1200 American National Bank Building, which is located in the City and County of Denver, State of Colorado 80202, and the name of its registered agent at such address is Leonard M. Campbell.

ARTICLE X

The name and address of the Incorporator hereof are Helene Reinhold, 1200 American National Bank Building, Denver, Colorado 80202.

ARTICLE XI

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

1. Contracts with Officers and Directors. No contract or other transaction of the Corporation with any other person, firm or Corporation, or in which this Corporation is interested, shall be affected or invalidated by:

(a) The fact that any one or more of the directors or officers of this Corporation is interested in or is a director or officer of another corporation; or

(b) The fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation in which he may be in any way interested.

2. Indemnification of Officers and Directors. The Board of Directors of the Corporation shall have the power to:

(a) Indemnify 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 (other than an action by or in the right of the Corporation), 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 if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor 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 the Corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably

believed to be in the best interests of the Corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

(c) Indemnify a director, officer, employee or agent of the Corporation to the extent that such person has been successful on the merits in defense of any action, suit, or proceeding referred to in Subsection (a) or (b) of this Section 2 or in defense of any claim, issue, or matter therein, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Authorize indemnification under Subsection (a) or (b) of this Section 2 (unless ordered by a court) in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Subsection (a) or (b). Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

(e) Authorize payment of expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in Subsection (d) of this Section 2 upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Section 2.

(f) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who 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 any liability asserted against him and incurred by him in any such capacity or arising out of his status

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this 12th day of

STATE OF COLORADO

CITY AND COUNTY

I, \_\_\_\_\_, do hereby certify that Helena \_\_\_\_\_  
is authorized to, and  
has received this day \_\_\_\_\_  
the signed, sealed and  
corrected for the uses

Given in

\_\_\_\_\_

My hand



as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 2.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have hereunto set my hand at Denver, Colorado, this 12<sup>th</sup> day of January, 1981.

*Helen Rainford*  
Helen Rainford

STATE OF COLORADO

CITY AND COUNTY OF DENVER

I, Monica M. McKeague, a Notary Public, do hereby certify that Helen Rainford, known to me personally to be the same person whose name is subscribed to, and who executed the foregoing Articles of Incorporation, appeared before me this day in person, and for herself, and not one for another, acknowledged that she signed, sealed and delivered said instrument of writing as her free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 12<sup>th</sup> day of January, 1981.

My commission expires: 2-12-82

*Monica M. McKeague*  
Notary Public

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ARTICLE OF AMENDMENT

to the

ARTICLE OF INCORPORATION

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Embassy Resources, Inc.

SECOND: The following amendment was adopted by the sole shareholder of this corporation on June 18, 1981, in the manner prescribed by the Colorado Corporation Code:

ARTICLE IV of the Articles of Incorporation shall be and hereby is amended to read as follows:

ARTICLE IV

(a) The authorized capital of the Corporation shall consist of fifty thousand (50,000) Class A common shares which shall each have a par value of \$1.00. Any and all of such shares may be issued by the Corporation from time to time by the Board of Directors, without the necessity of action by the shareholders. All such shares shall be issued fully paid and nonassessable.

(b) The Corporation is also authorized to issue five million (5,000,000) Class B common shares without nominal or par value. Any and all of such shares may be issued by the Corporation from time to time for such consideration in money, property, or services as may be fixed from time to time by the Board of Directors, without the necessity of action by the shareholders. All such shares shall be issued fully paid and nonassessable and shall be equal in all respects to the Class A common shares except that:

(i) The holders of Class B common shares shall not, as such, be entitled to attend or vote at any meeting of shareholders of the Corporation.

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such adoption  
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number of shares

is voted for

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exchange, records  
amendment shall

(ii) A holder of Class B common shares may at any time require the Corporation to redeem all or any of the Class B common shares held by such holder at a redemption price which shall be not less than the price paid therefor; and

(iii) The Corporation may at any time redeem all or any of the Class B common shares then issued and outstanding at a redemption price which shall be not less than the price paid therefor. If less than all of the issued and outstanding Class B common shares are to be redeemed, the number of shares to be redeemed shall be allocated on a pro rata basis among all of the holders of Class B common shares whose shares are to be redeemed. The Board of Directors may, in its discretion, vary any such allocation to the extent that is reasonably necessary to avoid fractional redemption.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was 1,000 and the number of shares entitled to vote thereon was 1,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS

NUMBER OF SHARES

NONE

FIFTH: The number of shares voted for the amendment was 1,000, and the number of shares voted against the amendment was zero.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS

NUMBER OF SHARES VOTED  
For Against

NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

No Change

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DATED:

*James H. [illegible]*

Secretary of State

YH