

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

PETROGLYPH IDAHO, INC.

2002 JUN 27 AM 8:47

SECRETARY OF STATE
STATE OF IDAHO

1. **Name.** The name of the corporation is Petroglyph Idaho, Inc.

2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue, the classes of stock so authorized and the preferences, limitations and relative rights in respect to such shares of each class are as follows:

(a) 500,000 shares of common stock, without par value. Each outstanding share shall be entitled to vote one vote on each matter submitted to a vote at a meeting of the shareholders. Votes may not be cumulated.

(b) 200,000 shares of preferred stock, without par value, each such share representing a right to participate in dividends as may be declared by the board of directors from time to time. No holder of preferred stock shall be entitled to voting privileges by virtue of holding such preferred stock.

(c) No holder of the stock of any class of the corporation shall have a preemptive right to acquire unissued or treasury or securities convertible into such shares or carrying a right to subscribe to acquire shares.

(d) The shares of any preferred class of stock may be divided into and issued in series. The board of directors shall have the authority to divide any or all of such classes into series and, within the limitations of Idaho Code 30-1-601 as amended from time to time, fix and determine the relative rights and preferences of the shares of any series so established. In order to establish a series, the board of directors shall adopt a resolution setting forth the designation of the series and fixing and determining the relative rights and preferences thereof, or as much thereof as shall not be fixed and determined by these Articles of Incorporation. Prior to the issue of any shares of a series established by a resolution adopted by the board of directors, the corporation shall file in the office of the Secretary of State a statement setting forth: (i) the name of the corporation; (ii) a copy of the resolution establishing and designating the series, and fixing and determining the relative rights and preferences thereof; (iii) the date of adoption of such resolution; and (iv) that such resolution was adopted by the board of directors. Such statement shall be executed in duplicate by the corporation by its chairman of the board of directors, by its president or by another of its officers, and shall be delivered to the Secretary of State. Upon the filing of such statement by the Secretary of State, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall constitute an amendment of the Articles of Incorporation.

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(e) Each class of preferred stock shall be entitled to preference over shares of the common stock in the event of any voluntary or involuntary liquidation or dissolution of the corporation (the "Liquidation Preference"). The Liquidation Preference shall be in an amount equal to the paid-in capital represented by or attributable to each share of such preferred class.

3. Registered office and agent. The registered office of the corporation is 555 S. Cole Road, Boise, Idaho 83709 and its registered agent at that address is James E. Simmerman.

4. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

5. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

6. Incorporator. The name of the incorporator is Michael E. Thomas, and the incorporator's address is P. O. Box 829, Boise, Idaho 83701-0829 with a street address of 101 S. Capitol Boulevard, 10th Floor, Boise, Idaho 83702.

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 26th day of June, 2002.



Michael E. Thomas, Incorporator