

Department of State.

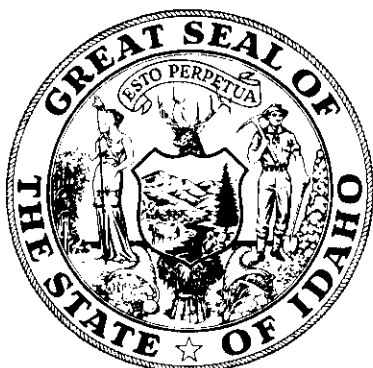
**CERTIFICATE OF AUTHORITY
OF**

Toltek Drilling Company

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

Dated *November 8*, 19 *79*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

To the Secretary of State of Idaho.

11-8-79 8:00 am

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 Toltek Drilling Company
2. *The name which it shall use in Idaho is Toltek Drilling Company
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is 23rd November 1962 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 340 Denver Club Bldg., Denver, Colorado 80202
6. The address of its proposed registered office in Idaho is 1301 Vista Ave
Boise, Id 83705 *, and the name of its proposed registered agent in Idaho at that address is Robert Creighton
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Oil and Gas Drilling Operations
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert B. Cockrell</u>	<u>President</u>	<u>320 Petroleum Bldg., Abilene, Texas</u>
<u>Richard D. Gash</u>	<u>Exec. Vice-President</u>	<u>340 Denver Club Bldg., Denver, Colo.</u>
<u>Myrle Greathouse</u>	<u>Vice-President</u>	<u>320 Petroleum Bldg., Abilene, Texas</u>
<u>Charles Ezzell</u>	<u>Secretary</u>	<u>325 Petroleum Bldg., Abilene, Texas</u>
<u>Clarence M. Cockrell</u>	<u>Treasurer</u>	<u>2772 Live Oak, Dallas, Texas</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>20,000</u>	<u>common</u>	<u>none</u>

* authorized by Bernice Archer.

(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>10,000</u>	<u>common</u>	<u>none</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 October 17, _____, 19 79.

_____ Toltek Drilling Company
By _____
Its Exec. V- President
and _____
Its Assistant Secretary

STATE OF Colorado)
COUNTY OF Denver) ss:

I, Sonja M. Reilly, a notary public, do hereby certify that on this 17th day of October, 19 79, personally appeared before me R. D. Gasch, who being by me first duly sworn, declared that he is the Exec. Vice-President of Toltek Drilling Company

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

Sonja M. Reilly
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.

My commission expires Jan. 31, 1983

RECEIVED

79

NOV

60-1 (4)

DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

J. George J. Baker,

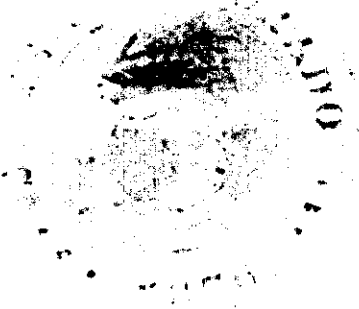
Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----**TOLTEC DRILLING COMPANY**-----
(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this -----**Twenty-Third**----- *day of* -----**November**-----, *A. D. 19* **62**



Geo. J. Baker
SECRETARY OF STATE
W. J. Teragusi
DEPUTY

ARTICLES OF INCORPORATION
OF
TOLTEK DRILLING COMPANY

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Colorado Incorporation Act, adopt the following ARTICLES OF INCORPORATION for such corporation:

FIRST: The name of the corporation is TOLTEK DRILLING COMPANY.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

- a) To acquire, own, explore, drill, develop and operate lands, and mineral interests in lands, capable of producing oil, gas and other minerals; and
- b) To explore, drill, develop and operate any and all such properties for other persons and corporations.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is TWENTY THOUSAND (20,000) shares of \$2.00 PAR VALUE, and of one class only.

FIFTH: Cumulative voting of shares of stock is authorized.

SIXTH: Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are:

- a) No stockholder shall have any pre-emptive right to acquire additional shares of the corporation.
- b) The initial issue of shares authorized shall be TEN THOUSAND (10,000) shares at and for a price of \$2.00 (2.00) per share; the entire consideration to be TWENTY THOUSAND DOLLARS (\$20,000.00) and the entire stated capital.
- c) No sale of additional shares of the corporation or the corporation shall be authorized until at least

approval by the holders of seventy-five per cent of the issued and outstanding stock of the corporation of a plan of sale which fixes the number of shares to be sold and the consideration to be paid therefor.

d) The corporation shall have the pre-emptive right to purchase any shares of its stock which may be offered for sale by any stockholder at and for the consideration stated in a bona fide offer made to such offering stockholder for any such shares; and no transfer of any such shares shall be valid until and unless any such offered shares shall have been refused by the company.

e) All shares in the corporation shall be transferrable only upon the stock ownership records of the corporation; and no sale, transfer, assignment, pledge or hypothecation of any shares, or of the certificate evidencing shares in the corporation - whether voluntary or involuntary - and no violation of these limitations, shall affect or impair the validity of the corporation as stated herein.

SEVENTH: The address of the initial registered office of the corporation shall be 1718 Boston, Denver, Colorado, and the name of its initial registered agent at such address is _____.

EIGHTH: Address and place of business _____.

NINTH: The names of the directors constituting the initial board of the corporation are _____, and the names of the officers are to be elected by the stockholders at the first meeting of the stockholders until their successors are elected.

Robert _____
Myrtle _____
Elizabeth _____

TENTH: The name and address of each incorporator is:

Robert B. Cockrell	Petroleum Building	Abilene, Texas
Myrtle Greathouse	Petroleum Building	Abilene, Texas
Elizabeth Ann Cummins	Petroleum Building	Abilene, Texas

Dated November 20, 1962.

Robert B. Cockrell
Robert B. Cockrell

Myrtle Greathouse
Myrtle Greathouse

Elizabeth Ann Cummins
Elizabeth Ann Cummins

STATE OF TEXAS 1
 1 ss.
COUNTY OF TAYLOR 1

I, Norma J. Heney, a Notary Public, hereby certify that on the 21st day of November, 1962, personally appeared before me, Robert B. Cockrell, Myrtle Greathouse and Elizabeth Ann Cummins, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and official seal this 21st day of November, 1962.

My Commission Expires June 1, 1965.

Norma J. Heney
Notary Public, Taylor County, Texas

163705

ARTICLES OF INCORPORATION

TOLTEK DRILLING COMPANY

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FILED in the office of the Secretary of
State, of the State of Colorado, on the
23rd day of November A. D. 1962

GEORGE J. BAKER
Secretary of State

Filing Clerk Date Fees \$25.00

Old Age Pension Fund \$2.50

512

and proper
records of

Date

OK

Clerk

STATE OF COLORADO

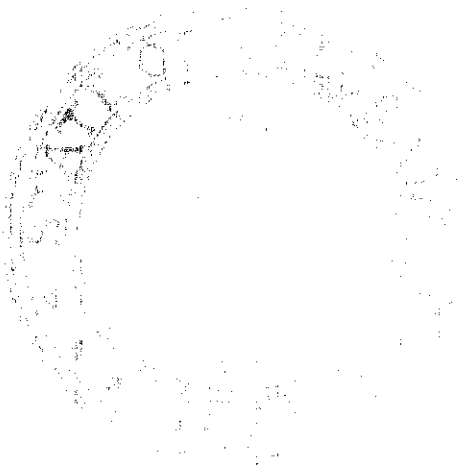


DEPARTMENT OF
STATE

CERTIFICATE

I, MARY ESTILL BUCHANAN, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues a Certificate of Incorporation to TOLTEK DRILLING COMPANY. Date of Incorporation - November 23, 1962.



Mary Estill Buchanan
SECRETARY OF STATE

DATED: October 1, 1979