

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CANADIAN SUPERIOR OIL, (U.S.) LTD.

a corporation duly organized and existing under the laws of Nevada has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 21st day of 19 70 , a properly authenticated copy of its articles of incorporation, and on the day of May 19 70 , a designation of T.H. Eberle or Dale O. Morgan the County of as statutory agent for said corporation within the State of Ada Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

> IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 21st day of

A.D., 19 70.

> Pete T. Cenarrusa Secretary of State

> > Corporation Clerk

CERTIFICATE OF INCORPORATION

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CANADIAN SUPERIOR OIL (U. S.) LTD.

FIRST: The name of the Corporation is CANADIAN SUPERIOR OIL (U. S.) LTD.

SECOND: The principal office or place of business in the State of Nevada is to be located at 1 East First Street in the City of Reno, County of Washoe.

THIRD: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

- (1) To purchase, control, contract for, acquire, appropriate, locate, own, improve, maintain, sell, exchange, lease, encumber, mortgage, pledge, grant, transfer, convey, assign, convey to trustees, develop and exploit, either by itself or jointly with others, real and personal property of every nature and description, and particularly oil lands and lands containing gas, oil, asphalt and other natural substances, minerals, metals or elements; to explore for, drill and bore for, develop, discover, extract and dispose of, either by itself or jointly with others, gas, oil, asphalt and other natural substances, minerals, metals, elements or products, from any of said real and personal property or lands; and, ether by itself or jointly with others, to construct, maintain, operate, lease, charter, acquire, sell and otherwise dispose of pipe lines, tanks, ships, trucks, airplanes, drilling rigs, machinery, equipment and apparatus of every kind and nature useful or available in the accomplishment of any of its business.
- (2) To crack, refine, reduce, treat, separate, convert, buy, manufacture, store, market, sell, distribute, transport, trade and deal in, and otherwise turn to account crude oil, petroleum and all of its products, all grades and kinds of asphalt, oils, natural and artificial gas, gasoline, sulphur, carbon and hydro-carbon products, and all other substances of every nature whatsoever which the Corporation may advantageously deal in or with in any way, whether or not the same be by-products of any business specified herein, and whether the same be in crude or in manufactured or refined form.
- (3) By itself or jointly with others, to engage in research, exploration, laboratory and development work relating to any substance, compound or mixture, now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally deal in any such substance, compound or mixture.
- (4) To employ agents and employees and establish offices in the State of Nevada and in all other places in the world to act for the Corporation in the State of Nevada and all other places in the world in furtherance of the business of the Corporation; to effect the registration and qualification of the Corporation to transact business in any place which the Board of Directors deems appropriate.
- (5) To subscribe for or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of in whole or in part, securities of any kind, character or description whatsoever of, or any other interests in, any other corporation or business organization whatsoever, whether or not now in existence, organized under the laws of the United States or of any state, district, territory or possession of the United States or of any foreign country or of any subdivision,

possession or dependency of any such foreign country, without regard to the business carried on by such corporation or business organization or to the part of the world in which it is carried on; to exercise all the rights, powers and privileges of ownership of any such securities or other interests, including the right to vote, to the same extent as a natural person might or could do, and to do any and all acts and things necessary, advisable or desirable for the preservation and enhancement in value of any of such securities or interests, including making loans or granting subsidies to or otherwise assisting, and guaranteeing the obligations of, or the payment of dividends by, any such corporation or business organization.

- (6) To apply for, purchase or otherwise acquire, own, lease, assign, mortgage, pledge or otherwise dispose of, and to accept and grant licenses under, trade names, trademarks, concessions, franchises, inventions, formulae, improvements, processes of any nature whatsoever, copyrights and letters patent issued and to be issued by the United States as well as by each and every other sovereignty whatsoever, and to purchase and otherwise acquire exclusive or concurrent licenses to utilize, develop and enjoy all and singular the resources, rights, processes, methods, devices, apparatus, equipment, machinery and inventions covered by any such trade name, trademark, concession, franchise, invention, formula, improvement, process or letters patent.
- (7) To borrow money for any business, object or purpose of the Corporation from time to time without limit as to amount; to issue any kind of evidence of indebtedness, whether or not in connection with borrowing money, including, without limiting the generality of the foregoing, evidence of indebtedness convertible into shares of stock of the Corporation; to secure the payment of any indebtedness by the creation of any interest in any of the property or rights of the Corporation, whether owned at the time such indebtedness is incurred or thereafter acquired, or by the mortgaging, pledging or hypothecating of property of every kind, character or description whatsoever owned by the Corporation or, to the extent the Corporation has the right so to do, by others.
- (8) To acquire, purchase, hold, sell, transfer, reissue or cancel shares of its own stock or any instruments evidencing its indebtedness or any other securities issued by it.
- (9) To cause or allow the legal title to, or any legal or equitable interest in, any property of any sort of the Corporation to remain or be vested or registered in the name of any other person, corporation, trust, firm, public authority or organization of any kind, whether upon trust for or as agent or nominee of the Corporation, or otherwise for its account or benefit.
- (10) To acquire all or any part of the property and business, including good will, of any person, corporation or partnership engaged in any business similar to the objects or purposes of the Corporation, to pay any appropriate consideration therefor, including cash and securities issued by the Corporation, to assume in connection therewith any liabilities or obligations of any such person, corporation or partnership, and to hold, conduct, use or dispose of the whole or any part of the property and business, including any good will, so acquired.
- (11) To carry on any of its business as a partner or joint venturer with another or others; to act in any capacity as manager, representative or agent of any corporation, association, trust, firm, syndicate, public authority or individual and, as such, to develop, exploit, promote, conduct, manage, operate, improve, extend or liquidate any of the business or property thereof and to aid, conduct, manage or operate any lawful enterprise in connection therewith.
- (12) To enter into any contract or arrangement with any governmental authority whatsoever; to obtain from any such governmental authority any rights, privileges and

concessions which the Corporation may deem desirable, and to exercise, comply with and exploit such rights, privileges and concessions.

(13) In general, to engage in any lawful activity, and to carry on in any part of the world, in any capacity, any business for the conduct of which a corporation may be organized under the Revised Statutes of the State of Neva la as from time to time amended, to exercise and enjoy all powers, rights and privileges which may be exercised and enjoyed by any corporation so organized, and to do any and all of the things hereinabove set forth to the same extent as a natural person might or could do, provided, however, that nothing herein contained shall be deemed to authorize the Corporation to carry on any business or exercise any power in any state, district, territory, possession or country except to the extent that a similar corporation organized under the laws of such state, district, territory, possession or country could carry on or exercise the same therein.

The objects and purposes of the Corporation hereinabove set forth shall be construed as powers as well as objects and purposes and their enumeration shall not be deemed to exclude, by inference or otherwise, any power, object or purpose which the Corporation is empowered to exercise, whether expressly or impliedly, under the laws of the State of Nevada as from time to time in effect.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is twenty-five thousand (25,000) shares of the par value of One Dollar (\$1) each, amounting in the aggregate to Twenty-Five Thousand Dollars (\$25,000). All such shares are of the same class and are designated Common Stock.

FIFTH: The members of the governing board of the Corporation shall be known as Directors, and the number thereof shall be as fixed from time to time by, or in the manner provided in, the By-Laws and such number may be altered from time to time as provided therein or by amendment thereof, but in no case shall such number be less than three (3). The number of members of the first Board of Directors shall be three (3) and their names and post office addresses are as follows:

Name of Director	Pest Office Address
A. E. Feldmeyer	27 Eagle Ridge Place
	Calgary, Alberta, Canada
D. C. L. Jones	. 164 Cherovan Drive
	Calgary, Alberta, Canada
J. W. Pyle	. 3516 Spruce Drive
	Calgary, Alberta, Canada

SIXTH: The capital stock of the Corporation, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the Corporation.

SEVENTII: The names and post office addresses of the incorporators signing this Certificate of Incorporation are as follows:

Name	Post	Office Address
F. P. Jones, Jr.	. 3 859 Hou	Chevy Chase ston 19, Texas
R. C. Ward	. 3420	Meadow Lake Lane ston 19, Texas
Murray Christian	. 3665	Piping Rock Lane ston 27, Texas

Eідити: The Corporation is to have perpetual existence.

NINTH: No holder of stock of the Corporation of any class or series shall have any pre-emptive or preferential right to subscribe for or purchase any shares of stock of the Corporation, whether now or hereafter authorized and whether authorized and unissued or held in the treasury of the Corporation, nor any such right to subscribe for or purchase any options or warrants for the purchase of, or bonds, debentures, shares of stock or other securities convertible into, any such shares.

TENTH: Cumulative voting shall not be allowed, but each stockholder shall be entitled, at all elections of directors, to cast the number of votes equal to the number of shares owned by him for as many directors as there are to be elected.

ELEVENTH: The following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

- (1) The business of the Corporation shall be managed by the Board of Directors. Directors need not be stockholders.
- (2) In furtherance and not in limitation of the powers from time to time conferred by statute or by other provisions of this Certificate of Incorporation as from time to time amended, the Board of Directors is expressly authorized:
 - (a) Subject to the By-Laws, if any, adopted by the stockholders, to make, alter, amend or repeal the By-Laws of the Corporation.
 - (b) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose, and to abolish any such reserve.
 - (c) To make donations for the public welfare or for charitable, scientific or educational purposes in any part of the world and to cause the Corporation to cooperate with other corporations, business organizations, bodies politic or governmental organizations of any kind, or with natural persons, or to act alone, in the creation and maintenance of community funds or charitable, scientific or educational instrumentalities and in making donations for the public welfare or for charitable, scientific or educational purposes.

 (d) To authorize and cause to be executed, mortgages and liens upon the real and
 - personal property of the Corporation, including property acquired after the execution of any such mortgage or lien.
 - To determine from time to time, within the limits imposed by the laws of the State of Nevada, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them (other than the stock ledger or duplicate stock ledger) shall be open to inspection by the stockholders.

The Corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by statute.

(3) The Corporation may enter into contracts and transact business with any of its directors or with any corporation, firm or association in which any of its directors are members, stockholders, directors or officers, or are financially interested, or with any trust of which any of its directors are trustees or beneficiaries; and no such contract or transaction shall be invalid because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes or approves the contract or transaction, or because

his or their votes are counted for such purpose; provided, however, the fact of the common directorship or financial interest is disclosed or known to the Board of Directors or committee and noted in the minutes, and the board or committee authorizes, approves or ratifies the contract or transaction by votes sufficient for the purpose without counting the vote or votes of such director or directors; or the fact of the common directorship or financial interest is disclosed or known to the stockholders and they approve or ratify the contract or transaction by a majority vote or written consent of stockholders entitled to vote, which vote shall include the votes of the common or interested director or directors; or the contract or transaction is fair as to the Corporation at the time it is authorized or approved. No common director or directors having any such financial interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director be accountable for any gains or profits realized thereon.

- (4) The corporation shall indemnify any and all of its directors and officers, and former directors and officers, and any and all persons who may have served at its request as a director or officer of another corporation in which it owns or owned shares of capital stock or of which it is or was a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer, or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.
- (5) If the By-Laws so provide, the stockholders and the directors may hold their respective meetings, and the Corporation may have one or more offices, outside the State of Nevada. Subject to the laws of the State of Nevada, the books of the Corporation may be kept outside the State of Nevada at such places as may from time to time be designated by the Board of Directors or as may be provided in the By-Laws.
- (6) The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Nevada.
- (7) The Corporation reserves the right to amend, alter, change, add to or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Title 7, Chapter 78 of the Nevada Revised Statutes, do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our liands this 14 day of December, 1964.

P C WAR

MURRAY CHIRISTIAN

STATE OF TEXAS
COUNTY OF HARRIS
\$ ss.:

BE IT REMEMBERED, that on this 14 day of December, 1964, personally came before me, a Notary Public in and for the County and State aforesaid, F. P. Jones, Jr., R. C. Ward and Murray Christian, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

ETHEL THRASHER
Notary Public

[NOTARIAL SEAL]

ETHEL THRASHER
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1965

OFFICE OF

JOHN KOONTZ

BECRETARY OF STATE



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

CANADIAN SUPERIOR OIL (U.S.) LTD.

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 14TH day of MAY A. D. 1970

M Mont

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Form 1

ARTICLES OF INCORPORATION

OF

CANADIAN SUPERIOR OIL (U. S.) LTD.

FILED AT THE REQUEST OF

Attomeys at Law Wedge, Blakey, Folsom & Hu

December 18 1964

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JOHN KOONIZ, SECRETARY OF STATE

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_{No.} 2146-1964

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