# State of Idaho

## Department of State.

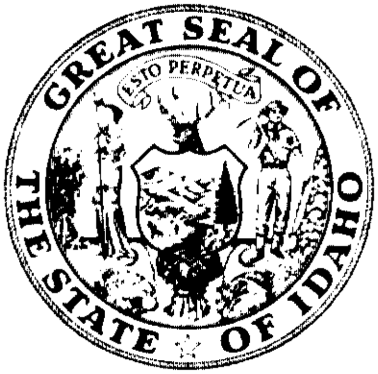
### CERTIFICATE OF AUTHORITY
### OF

**KENMONT INVESTING CORPORATION**

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

Dated August 3, 19 81




SECRETARY OF STATE

Corporation Clerk

CAU 779

# 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 KENMONT INVESTING CORPORATION

2. *The name which it shall use in Idaho is KENMONT INVESTING CORPORATION

3. It is incorporated under the laws of Delaware.

4. The date of its incorporation is 6/24/64 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 26 The Green, Dover, Del. 19901

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:

   Exploration, acquisition, development and sale of oil and gas properties and the performance of all things necessary or incidental thereto.

8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|---|---|---|
| (SEE ATTACHED RIDER) | | |

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 |
|---|---|---|
| 125,000 | Common | $0.01 |

*(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 |
|---|---|---|
| 100,087 | Common | $0.01 |
| | | |
| | | |

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 June 29, 19 81

KENMONT INVESTING CORPORATION

By J Edward Baker
J. Edward Baker
Its President

and Paul Cohen
Paul Cohen
Its Asst. Secretary

STATE OF NEW YORK )
) ss:
COUNTY OF NEW YORK )

I, Raymond Roy LaRose, a notary public, do hereby certify that on this 29 day of June, 19 81, personally appeared before me J. Edward Baker, who being by me first duly sworn, declared that he is the President of KENMONT INVESTING CORPORATION

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

(NOTARIAL SEAL)

Raymond Roy LaRose
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.

KENMONT INVESTING CORPORATION

| NAME | OFFICE | ADDRESS |
|---|---|---|
| J. Edward Baker | President | One Rockefeller Plaza * New York, N. Y. 10020 |
| James A. Paduano | Vice President & Secretary | One Rockefeller Plaza * New York, N. Y. 10020 |
| Sidney Wolf | Vice President & Asst. Secretary | One Rockefeller Plaza * New York, N. Y. 10020 |
| Thomas J. Gregg | Vice President & Treasurer | One Rockefeller Plaza * New York, N. Y. 10020 |
| Paul Cohen | Asst. Secretary | One Rockefeller Plaza * New York, N. Y. 10020 |
| Charlotte Y. Krever | Asst. Secretary | One Rockefeller Plaza * New York, N. Y. 10020 |
| J. Edward Baker | Director | One Rockefeller Plaza * New York, N. Y. 10020 |
| Disque D. Dean | Director | One Rockefeller Plaza * New York, N. Y. 10020 |
| Patrick Gerschel | Director | One Rockefeller Plaza * New York, N. Y. 10020 |
| Fred W. Wilson | Director | One Rockefeller Plaza * New York, N. Y. 10020 |
| E. Peter Corcoran | Director | One Rockefeller Plaza * New York, N. Y. 10020 |
| George J. Ames | Director | One Rockefeller Plaza * New York, N. Y. 10020 |
| Thomas F. X. Mullarkey | Director | One Rockefeller Plaza * New York, N. Y. 10020 |

* c/o Lazard Freres & Company

**United States Corporation Company**

129 South State Street, Dover, Delaware

| | |
|---|---|
| Albany, N. Y. | Los Angeles, Cal |
| Carson City, Nev. | Philadelphia, Pa. |
| Chicago, Ill. | St. Louis, Mo |
| Jersey City, N. J. | Washington, D. C. |

Executive Offices

**50 Broad Street, New York 4, New York**

AUG 3 10 01 AM '81

SECRETARY OF STATE

RECEIVED & FILED

JUN 24 1984

4 PM

CERTIFICATE OF INCORPORATION

of

KENMONT INVESTING CORPORATION

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We, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the provisions of Chapter 1 of Title 8 of the Delaware Code of 1953, do hereby certify as follows:

FIRST: The name of the proposed corporation is

KENMONT INVESTING CORPORATION

(hereinafter called the "Corporation").

SECOND: The location of the principal office of the corporation in the State of Delaware is to be 129 South State Street, in the City of Dover, County of Kent. The name of the resident agent of the Corporation in said State is the United States Corporation Company, the address of which is 129 South State Street, in the City of Dover, County of Kent.

THIRD: The nature of the business and the objects and purposes for which it is formed are, to the extent permitted by law and except as otherwise specifically provided in this Certificate of Incorporation, to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

in any manner to exploit, turn to account, trade or deal in or with, personal property, whether tangible or intangible, or any interest or right, whether legal or equitable, therein.

4. To make, create, apply for, purchase, lease or otherwise acquire, to hold, own, register, use, operate, to sell, assign, license, lease, transfer, exchange or otherwise dispose of, to mortgage, pledge or otherwise encumber, to acquire or grant licenses with respect to, or in any manner to exploit, turn to account, trade or deal in or with, copyrights, trade marks, designs, inventions, discoveries, improvements, developments, processes, formulae, patents, trade names, labels, prints or any interest or right, whether legal or equitable, therein; and to engage in research, experimental, laboratory and other developmental activities.

5. To borrow money or contract debts and to mortgage, pledge, convey, assign in trust or otherwise encumber or dispose of, the property, good will, franchises or other assets of the Corporation, including contract rights and including after-acquired property.

6. To lend money, with or without security; provided, that the Corporation shall not have the power to engage in the business of banking.

7. To issue, reissue, sell, assign, negotiate or otherwise dispose of, to purchase or otherwise acquire, to

deal in or with, or to cancel, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of the Corporation of any kind, whether secured or unsecured.

8. To acquire, invest in, or otherwise become interested in, whether by subscription, purchase, underwriting, loan, participation in syndicates or otherwise, to own, hold, sell, assign, or otherwise dispose of, or in any manner to deal with or in, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind by whomsoever issued, to exercise in respect thereof all powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes, to consent or otherwise act with respect thereto, without limitation; and to issue in exchange therefor the Corporation's stocks, bonds, debentures, warrants, rights, scrip, notes, evidences or indebtedness or other securities or obligations of any kind.

9. To guarantee or assume liability for the payment of the principal of, or dividends or interest on, or sinking fund payments in respect to, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind by whomsoever issued; and to guarantee or assume liability for the performance of any other contract or obligation, made or issued

by any domestic or foreign corporation, partnership, association, trustee, group, individual or entity.

10. To acquire in whole or in part the good will, property, business or assets of any domestic or foreign corporation, partnership, association, trustee, group, individual or entity.

11. To enter into any joint venture, arrangement for sharing of profits, union of interest, reciprocal concession or cooperation with any domestic or foreign corporation, partnership, association, trustee, group, individual or entity.

12. To form or cause to be formed under the laws of any state or country, to control or in any manner participate in the management of, to reorganize, merge, consolidate, to liquidate or dissolve any corporation, association or organization of any kind.

13. To engage in and carry on any business which is similar or related to any business herein set forth, or which is capable of being conveniently carried on in connection with any such business or which may directly or indirectly protect or enhance the value of any of the rights or property of the Corporation.

14. To engage in any branch of the activities authorized in this Certificate of Incorporation, including, wi[illegible]

applicable, manufacturing, wholesaling, retailing or distributing, whether as principal, agent, contractor or otherwise.

15. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or connected with, the purposes, objects and powers set forth in this Certificate of Incorporation, whether alone or in association with others, to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Delaware upon a corporation organized under such laws; and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a corporation organized under Chapter 1 of Title 8 of the Delaware Code of 1953.

The foregoing provisions of this Article THIRD shall be construed as purposes, objects and powers, and each as an independent purpose, object and power, in furtherance and not in limitation, of the purposes, objects and powers granted to the Corporation by the laws of the State of Delaware; and, except as otherwise specifically provided in any such provision, no purpose, object or power herein set forth shall be in any way limited or restricted by reference to, or inference from, any other provision of this Certificate of Incorporation.

FOURTH: The total number of shares that the Corporation shall have authority to issue is one hundred (100) shares, without par value, all of which shall be Common Stock.

FIFTH: The minimum amount of capital with which the Corporation will commence business shall be one thousand dollars ($1,000).

SIXTH: The names and places of residence of each of the incorporators are as follows:

| Name | Place of Residence |
| --- | --- |
| John E. Massengale | Goodwives River Road<br>Darien, Connecticut |
| Ernest Rubenstein | 200 Hewlett Neck Road<br>Woodmere, New York |
| Bernard M. Fille[illegible] | 14[illegible] Pershing Crescent<br>Jamaica, New York |

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and it is expressly provided that the same are intended to be in furtherance and not in limitation or exclusion of the powers conferred by law:

1. The stockholders and the Board of Directors of the Corporation shall each have power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of the State of Delaware, outside of said State at such place or places as may be duly designated in accordance with the By-laws.

2. The number of directors of the Corporation shall be determined, and may be changed from time to time, in the manner provided in the By-laws, but shall not be less than three (3), unless all the shares of the Corporation are owned beneficially and of record by fewer than three (3) stockholders, in which case the number of directors may be less than three (3) but not less than the number of stockholders. Except as otherwise provided in this Certificate of Incorporation or the By-laws, a majority of the directors in office at the time of a duly assembled meeting shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at such meeting shall be the act of the Board of Directors; provided, that the By-laws shall not fix the number of directors necessary to constitute a quorum at a number less than one-third (1/3) of the total number of directors, nor fewer than two (2) directors, except that when a board of one (1) director is authorized by the preceding sentence, then one (1) director shall constitute a quorum. Directors may be removed, and

vacancies in the Board of Directors may be filled, in the manner provided in the By-laws. The method of election of directors shall be as provided in the By-laws, and unless otherwise provided therein, need not be by ballot. Directors need not be stockholders.

3. All corporate powers, including but not limited to the mortgage, hypothecation and pledge of the whole or any part of the corporate property (including after-acquired property) and the purchase, acquisition and lease of any property, real or personal, within or without the State of Delaware, may be exercised by the Board of Directors, without the assent of or other action by the stockholders, except as otherwise provided by law or by this Certificate of Incorporation. The Board of Directors shall also have power, with the consent in writing, or upon the affirmative vote given at a meeting called for the purpose, of the holders of a majority in voting power of the issued and outstanding stock then entitled to vote thereon, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and corporate franchises, for such consideration and upon such terms and conditions as the Board of Directors shall deem expedient and in the best interest of the Corporation.

4. The By-laws may confer upon the Board of Directors powers in addition to the foregoing and in

addition to the powers and authorities expressly conferred upon them by law, but only to the extent permitted by law and by the provisions of this Certificate of Incorporation.

5. By-laws may be made in the first instance by the incorporators. Thereafter, except as otherwise provided in a By-law made by the incorporators or by the stockholders, the Board of Directors may from time to time make, amend or repeal By-laws; provided, that any By-laws made, amended, or repealed by the Board of Directors may be amended or repealed, and new By-laws may be made, by the stockholders entitled to vote.

6. The fact of membership on the Board of Directors shall not disqualify any director from rendering unusual or special services to the Corporation, or any director who may be an officer, agent or employee of the Corporation and who may, as such officer, agent or employee, render services to the Corporation otherwise than in his capacity as a director, from receiving compensation appropriate to the value of such services, and the Board of Directors may, in its discretion, cause such compensation to be paid.

7. In the absence of actual fraud, no contract or other transaction of the Corporation, or in which the Corporation is interested, shall be in any way affected by the fact that any of the directors or officers of the Corporation is in any way interested in or connected with, such contract or transaction, as a party thereto or otherwise, or any other

party to such contract or transaction; and any such director or officer, and each and every person who may become a director or an officer of the Corporation, is hereby released from any liability that might otherwise result from contracting with the Corporation for the benefit of himself or of any other party in or with which he may be in any way interested or connected. Any and all directors of the Corporation who are so interested in, or so connected with, such other party or such contract or transaction, may be counted in determining the presence of a quorum at any meeting of the Board of Directors which shall authorize or ratify any such contract or transaction, and may vote to authorise or ratify any such contract or transaction, with like force and effect as if they were not so interested or connected. No ratification by stockholders of any such contract or transaction shall be necessary to the validity thereof.

TENTH: The Corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, 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, civil or criminal, 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 hereby indemnified may be entitled, under any By-law, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24th day of June, 1964.

(L.S.)
John E. Massengale

(L.S.)
Ernest Rubenstein

(L.S.)
Bernard M. Filler

STATE OF NEW YORK )
: ss.:
COUNTY OF NEW YORK )

BE IT REMEMBERED that on this 24th day of June, 1964, personally came before me, a notary public for the State of New York, JOHN E. MASSENGALE, ERNEST RUBENSTEIN, and BERNARD M. FILLER, all of the parties of 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.

Mollie Singerman
Notary Public

MOLLIE SINGERMAN
Notary Public, State of New York
No. [illegible]
Qualified in New York County
Commission Expires March [illegible]

CERTIFICATE OF AMENDMENT

OF

KEMMONT INVESTING CORPORATION

6195.6

FILED

JAN [illegible]

SECRETARY OF STATE

10AM

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

KENMONT INVESTING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that it is advisable, and the directors hereby propose and approve, that the Certificate of Incorporation of KENMONT INVESTING CORPORATION be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said article shall be and read as follows:

"FOURTH: The total number of shares that the corporation shall have authorized to issue is one hundred and twenty-five thousand (125,000) shares of the par value of one cent ($.01) per share, all of which shall be Common Stock."

SECOND: That in lieu of a meeting and vote of the sole stockholder, the stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said KENMONT INVESTING CORPORATION has caused this certificate to be signed by James A. [illegible], its Vice President and attested by Sidney Wol[illegible], its Assistant Secretary, this 23rd day of January, [illegible]

KENMONT INVESTING CORPORATION

By ______________________
Vice President

ATTEST:

By ______________________
Assistant Secretary

# State of DELAWARE

Office of SECRETARY OF STATE

*I,* Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify* that the above and foregoing pages numbered from 1 to 15, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "KENMONT INVESTING CORPORATION", as received and filed in this office the twenty-fourth day of June, A.D. 1964, at 4 o'clock P.M.

And I do hereby further certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Amendment of the "KENMONT INVESTING CORPORATION", as received and filed in this office the twentieth day of January, A.D. 1978, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twenty-seventh *day of* July *in the year of our Lord one thousand nine hundred and* eighty-one.

Glenn C. Kenton, Secretary of State

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