



Department of State.

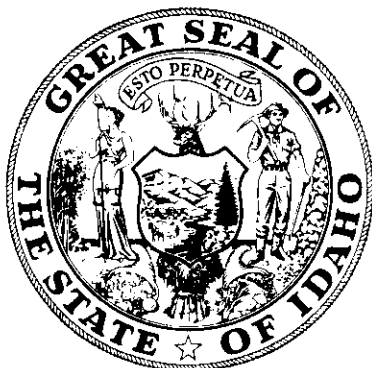
**CERTIFICATE OF AUTHORITY
OF**

EMERALD OIL COMPANY

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

Dated ***November 27***, 19 ***79***



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 EMERALD OIL COMPANY

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SECRETARY OF STATE

2. *The name which it shall use in Idaho is EMERALD OIL COMPANY

3. It is incorporated under the laws of Utah

4. The date of its incorporation is June 7, 1972 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 1437 Beneficial Life Tower, 36 South State Street, Salt Lake City, Utah 84111

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:

to acquire properties for the development of oil,
gas and other minerals.

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

Name	Office	Address
<u>G. W. Anderson</u>	<u>President</u>	<u>1012 Oakhills Way Salt Lake City, Utah 84108</u>
<u>John R. Anderson</u>	<u>Vice President</u>	<u>1909 Baywood Drive Salt Lake City, Utah 84117</u>
<u>Ida Lee Anderson</u>	<u>Secretary</u>	<u>1012 Oakhills Way Salt Lake City, Utah 84108</u>
<u>Carol Lee Hatch</u>	<u>Assistant Secretary</u>	<u>1012 Oakhills Way Salt Lake City, Utah 84108</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>1,000,000</u>	<u>Common</u>	<u>\$.05</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
20,000	Common	\$.05

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 November 20, 19 79

EMERALD OIL COMPANY

By G. W. Anderson
G. W. Anderson

Its _____ President

and Ida Lee Anderson
Ida Lee Anderson

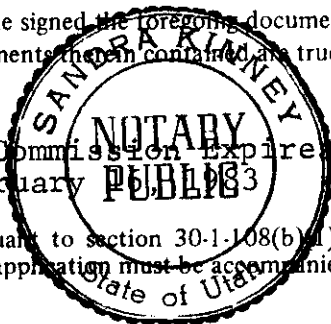
Its _____ Secretary

STATE OF UTAH)
COUNTY OF SALT LAKE) ss:

I, Sandra Kinney, a notary public, do hereby certify that on
this 20th day of November, 19 79, personally appeared before
me G. W. Anderson, who being by me first duly sworn, declared that he
is the President of EMERALD OIL COMPANY

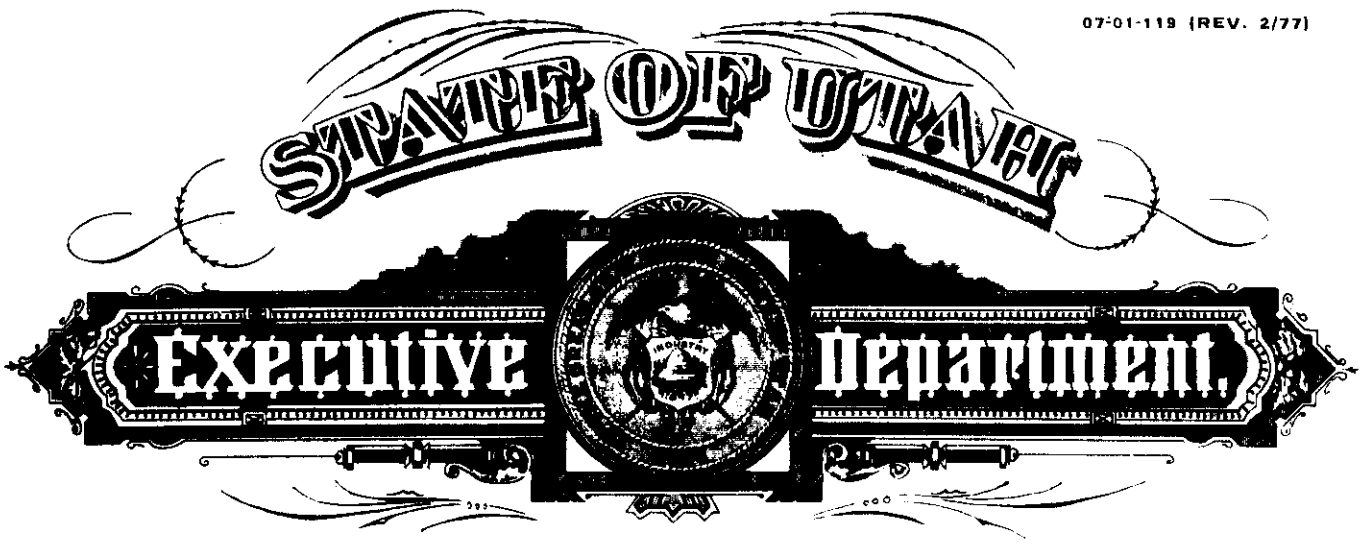
that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

My Commission Expires
February 1983



Sandra Kinney
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.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of EMERALD OIL COMPANY, a Utah corporation filed with this office June 7, 1972.

File # 056985

AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 19th day of
November A.D. 1979.

David S. Monson

LT. GOVERNOR/SECRETARY OF STATE

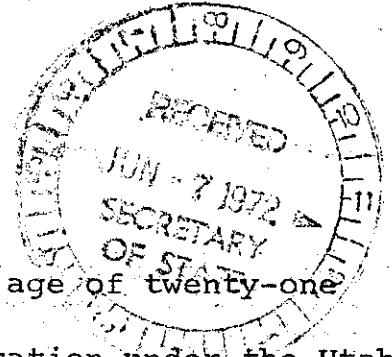
[Signature]

AUTHORIZED PERSON

ARTICLES OF INCORPORATION
OF
EMERALD OIL COMPANY.

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* * * * *



WE, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopted the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is EMERALD OIL COMPANY.

SECOND: The period of its duration is perpetual.

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

- (a) To acquire properties for the development of oil, gas and other minerals.
- (b) To acquire and develop improved and unimproved real property.
- (c) To deal in all kinds of goods, wares and merchandise.
- (d) To have all statutory powers permitted under the provisions of the Utah Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 of the par value of five cents (\$0.05).

FIFTH: The corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

SIXTH: Provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation are: No holder of stock shall have any right, pre-emptive or otherwise, as such holder, to purchase or subscribe for or otherwise acquire shares of stock, or any securities or obligations convertible into or any right or option to purchase, any shares of stock, at any time hereafter issued or sold, but any and all such stock, obligations, rights, and options may be disposed of by the Board of Directors to

such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms as the Board of Directors in its discretion may determine, without first offering the same or any thereof to the shareholders.

SEVENTH: The post office address of its initial registered office is 705 Deseret Building, Salt Lake City, Utah, and the name of its initial registered agent at such address is G. W. Anderson.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
G. W. Anderson	2540 Maywood Drive Salt Lake City, Utah 84109
Ida L. Anderson	2540 Maywood Drive Salt Lake City, Utah 84109
John R. Anderson	953 East 9th Place Mesa, Arizona 85203

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Samuel Bernstein	2588 Lynwood Drive Salt Lake City, Utah 84109
Dorothy T. Mallder	1676 E. Forest Hills Drive Salt Lake City, Utah 84106
Lyla B. Kener	3176 South 2850 East Salt Lake City, Utah 84109

DATED this 7th day of June, 1972.

Samuel Bernstein
Dorothy T. Mallder
Lyla B. Kener

STATE OF UTAH

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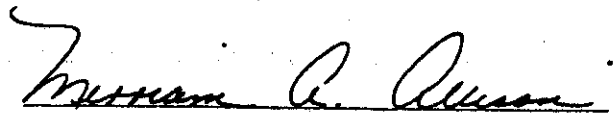
:ss.

COUNTY OF SALT LAKE

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I, MERRIAM A. ALLISON, a Notary Public, hereby certify that on the 7th day of June, 1972, personally appeared before me, Samuel Bernstein, Dorothy T. Mallder, and Lyla B. Kener, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing instrument as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of June, 1972.



NOTARY PUBLIC

Residing at Salt Lake City, Utah

My Commission Expires:

Nov. 11, 1973