

Department of State.

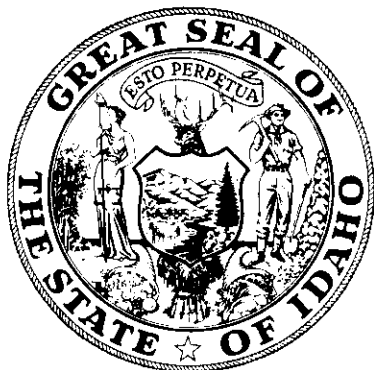
**CERTIFICATE OF AUTHORITY
OF**

TOOKE ENGINEERING COMPANY

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

Dated **August 15**, 19 **80**



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 TOOKE ENGINEERING COMPANY
2. *The name which it shall use in Idaho is TOOKE ENGINEERING COMPANY
3. It is incorporated under the laws of Texas
4. The date of its incorporation is March 10, 1960 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 1101 Winrock #7615 - Houston, Texas 77057
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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Hydrocarbon detecting service company to operators of oil
and/or gas well drilling.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>J. M. Tooke</u>	<u>President & Dir.</u>	<u>Box 74 - Casper, WY 82602</u>
<u>Lloyd Baker</u>	<u>Vice President</u>	<u>Box 3200 - Casper, WY 82602</u>
<u>Wendy Campbell</u>	<u>Sec-Treas.</u>	<u>Box 3200 - Casper, WY 82602</u>
<u>Joy Barton</u>	<u>Director</u>	<u>92 Magnolia - Casper, WY 82601</u>
<u>Larry L. Lyster</u>	<u>Director</u>	<u>666 W. First-Craig, CO 81625</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>2,000</u>	<u>Common</u>	<u>\$10.</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
604	Common	\$10.

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 July 28, 19 80

TOOKE ENGINEERING COMPANY

By

J. M. Tooke
J. M. Tooke

Its President

and

Wendy Campbell
Wendy Campbell

Its Secretary

STATE OF Wyoming)

COUNTY OF Natrona) ss:

I, Carolyn R. Kelly, a notary public, do hereby certify that on this 28th day of July, 19 80, personally appeared before me J. M. Tooke, who being by me first duly sworn, declared that he is the President of TOOKE ENGINEERING COMPANY

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

Carolyn R. Kelly
Name: Notary Public My Commission Expires June 22, 1989

*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.



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SECRETARY OF
STATE

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

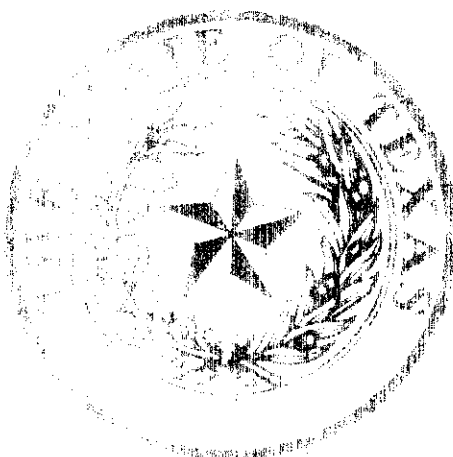
TOOKE ENGINEERING COMPANY

Articles of Incorporation

March 10, 1960

Statement of Change of Registered
Office and Registered Agent

June 19, 1975



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

5th day of August, A. D. 19 80.

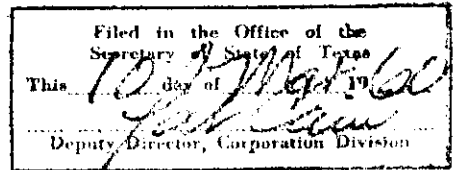
GW Strake Jr.
Secretary of State

NBP

ARTICLES OF INCORPORATION

OF

TOOKE ENGINEERING COMPANY



WE, THE UNDERSIGNED NATURAL PERSONS OF THE AGE OF TWENTY-ONE YEARS OR MORE, AT LEAST TWO OF WHOM ARE CITIZENS OF THE STATE OF TEXAS, ACTING AS INCORPORATORS OF A CORPORATION UNDER THE TEXAS BUSINESS CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION IS TOOKE ENGINEERING COMPANY.

ARTICLE TWO

THE PERIOD OF ITS DURATION IS PERPETUAL.

ARTICLE THREE

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

A. TO MAKE, KEEP, REPAIR AND MAINTAIN, FOR THE USE OF CLIENTS, FOR HIRE BY ANY AND ALL MEANS AVAILABLE, FROM TIME TO TIME, LOGS OF ALL WELLS, BOREHOLES AND SHAFTS, INCLUDING, BUT NOT BY WAY OF EXCLUSION, OIL WELLS AND MINES COVERING, BUT NOT BY WAY OF EXCLUSION, DRILLING RATE OR RATE OF PENETRATION, LITHOLOGY, DESCRIPTION OF FORMATION, DEPTH, FLUID IN CUTTINGS, GAS IN CUTTINGS, GAS AND OTHER FORMATION SUBSTANCES ENTERING INTO DRILLING MUD OR DRILLING MEDIA OF ANY AND EVERY KIND AND ALL OTHER DATA USEFUL IN CONTROLLING THE DRILLING OR SINKING OF WELLS OR SHAFTS AND IN DETERMINING THE NATURE AND CONTENT OF THE FORMATIONS OF THE EARTH PENETRATED THEREBY. THE PURPOSE HEREBY DECLARED SHALL INCLUDE THE BUSINESSES GENERALLY KNOWN AS MUD LOGGING, CORE LOGGING, DRILLING TIME LOGGING AND ELECTRIC LOGGING AND SHALL INCLUDE THE

USE OF ANY AND ALL MECHANICAL, ELECTRONIC, VISUAL INSPECTION AND EVERY OTHER CHARACTER OF EQUIPMENT WHICH MAY BE NOW OR MAY HEREAFTER BECOME USEFUL IN DETERMINING ANY AND EVERY KIND OF INFORMATION USEFUL FOR THE CONTROLLING OF OPERATIONS IN THE SINKING OF WELLS OR SHAFTS BY ANY MEANS WHATSOEVER AND FOR THE PURPOSE OF DETERMINING THE NATURE AND COMPOSITION OF FORMATIONS OF THE EARTH PENETRATED BY ANY AND ALL SUCH WELLS OR SHAFTS.

B. To FURNISH SERVICES, GOODS, SUPPLIES, EQUIPMENT AND MATERIALS OF EVERY KIND AND CHARACTER USED OR USEFUL IN THE SINKING OR DRILLING OF WELLS INCLUDING, BUT NOT BY WAY OF EXCLUSION, WELLS FOR OIL AND GAS AND ALL SUCH GOODS, SERVICES, SUPPLIES, EQUIPMENT AND MATERIALS USED OR USEFUL IN THE REPAIR, RE-BOREING, MAINTENANCE OR OPERATION OF WELLS OF EVERY KIND OR CHARACTER INCLUDING, BUT NOT BY WAY OF EXCLUSION, WELLS FOR THE PRODUCTION OF OIL AND GAS AND GENERALLY TO CONDUCT WHAT IS COMMONLY KNOWN AS THE OIL WELL OR WELL SERVICING BUSINESS IN ALL OF ITS PHASES. To FURNISH ALL SUCH SERVICES, GOODS, SUPPLIES, MATERIALS AND EQUIPMENT FOR MINING OPERATIONS OF EVERY KIND OR CHARACTER.

C. To STORE, TRANSPORT, BUY AND SELL OIL, GAS, SALT, BRINE AND OTHER MINERAL SOLUTIONS AND LIQUIFIED MINERALS; ALSO SAND AND CLAY FOR THE MANUFACTURE AND SALE OF CLAY PRODUCTS, TO ESTABLISH AND MAINTAIN AN OIL BUSINESS WITH AUTHORITY TO CONTRACT FOR THE LEASE AND PURCHASE OF THE RIGHT TO PROSPECT FOR, DEVELOP AND USE OIL, GAS HYDROCARBONS, COAL AND OTHER MINERALS, PETROLEUM AND GAS, METALS AND NON-METALLIC MINERALS AND REASONABLE MATERIALS; ALSO THE RIGHT TO ERRECT, BUILD AND OWN ALL NECESSARY OIL

TANKS AND STORAGE EQUIPMENT OF EVERY KIND FOR MINERALS OF EVERY CHARACTER, CAPS AND PIPES NECESSARY FOR THE OPERATION OF THE BUSINESS OF THE SAME, PROVIDED THAT THIS CORPORATION SHALL NOT ENGAGE DIRECTLY IN THE OIL PIPELINE BUSINESS IN THE STATE OF TEXAS.

D. TO ACQUIRE, BRING TOGETHER, HOLD, DISPOSE OF AND DEAL IN ROYALTY AND OTHER INTERESTS IN MINERALS INCLUDING, BUT NOT BY WAY OF EXCLUSION, OIL, GAS, HYDROCARBON, COAL, METALLIC AND NON-METALLIC ORES AND FISSIONABLE MATERIALS AND TO MANAGE, CONTROL AND EXPLOIT SAID MINERAL INTERESTS AND TO COLLECT THE REVENUES ARISING THEREFROM.

E. TO ESTABLISH AND MAINTAIN A DRILLING BUSINESS WITH AUTHORITY TO OWN, AND OPERATE DRILLING RIGS, MACHINERY, TOOLS AND APPARATUS NECESSARY IN THE BORING OR OTHERWISE SINKING OF WELLS FOR THE PRODUCTION OF OIL, GAS OR WATER, SULPHUR OR OTHER MINERALS OR EITHER AND THE PURCHASE AND SALE OF SUCH GOODS, WARES AND MERCHANDISE USED FOR SUCH BUSINESS.

F. TO ENGAGE IN SURFACE AND SUB-SURFACE MAPPING OPERATIONS OF EVERY KIND OR CHARACTER INCLUDING, BUT NOT BY WAY OF EXCLUSION, AERIAL SURVEYING, SURFACE TRIANGULATION SURVEYING, SEISMIC AND SUB-SURFACE MAPPING OF SUB-SURFACE GEOLOGICAL HORIZONS. SUCH MAPPING OPERATIONS MAY BE CARRIED ON WITH ANY AND ALL EQUIPMENT OF EVERY KIND NOW OR HEREAFTER USED OR USEFUL IN CONNECTION WITH THE MAPPING OF THE SURFACE OR OF ANY SUB-SURFACE HORIZON OF THE SAME.

G. TO ENGAGE IN THE BUSINESS OF BUYING AND SELLING GOODS, WARES AND MERCHANDISE.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS TWO THOUSAND (2,000), OF THE PAR VALUE OF TEN DOLLARS (\$10.00) EACH.

ARTICLE FIVE

THE CORPORATION WILL NOT COMMENCE BUSINESS UNTIL IT HAS RECEIVED FOR THE ISSUANCE OF ITS STOCK THE CONSIDERATION OF THE VALUE OF ONE THOUSAND (\$1,000.00) DOLLARS, CONSISTING OF MONEY, LABOR DONE, OR PROPERTY ACTUALLY RECEIVED. WHICH SUM IS NOT LESS THAN ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE SIX

THE POST OFFICE ADDRESS OF ITS INITIAL REGISTERED OFFICE IS 504 LEGGETT BUILDING, MIDLAND, TEXAS, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS MRS. PATRICIA HARRIS.

ARTICLE SEVEN

THE NUMBER OF DIRECTORS COMPOSING THE INITIAL BOARD OF DIRECTORS IS THREE (3), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

<u>NAME</u>	<u>ADDRESS</u>
OLAN T. MOORE	1113 SPARKS MIDLAND, TEXAS
JOHN M. TOOKE	102 NORTH BEACH ST. CASPER, WYOMING
H. S. HARRIS, JR.	1613 WINFIELD ROAD MIDLAND, TEXAS

ARTICLE EIGHT

THE NAMES AND ADDRESSES OF THE INCORPORATORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
JOHN M. TOOKE	152 NORTH BEACH ST. CASPER, WYOMING
OLAN T. MOORE	1113 SPARKS MIDLAND, TEXAS
H. S. HARRIS, JR.	1513 WINFIELD ROAD MIDLAND, TEXAS

IN WITNESS WHEREOF, WE HAVE HERETO SET OUR HANDS, THIS
29th DAY OF FEBRUARY, 1960.

[Signature]
OLAN T. MOORE

[Signature]
JOHN M. TOOKE

[Signature]
H. S. HARRIS, JR.

THE STATE OF TEXAS:

COUNTY OF MIDLAND :

I, Palmira [Signature], a NOTARY PUBLIC, DO HEREBY
CERTIFY THAT ON THIS 29th DAY OF February, 1960, PERSON-
ALLY APPEARED BEFORE ME OLAN T. MOORE AND H. S. HARRIS, JR., WHO
EACH BEING BY ME FIRST DULY SWORN, SOLEMNLY DECLARED THAT THEY
ARE THE PERSONS WHO SIGNED THE FOREGOING DOCUMENT AS INCORPORATORS,
AND THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE.

[Signature]
NOTARY PUBLIC IN AND FOR MIDLAND
COUNTY, TEXAS

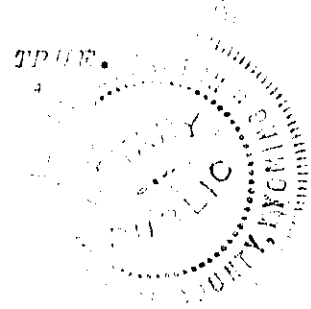
THE STATE OF WYOMING:

COUNTY OF Natrona

EXPIRES JANUARY
1961
NOTARY PUBLIC IN AND FOR WYOMING
JANUARY 1, 1961

I, William C. [Signature], a NOTARY PUBLIC, DO HEREBY
CERTIFY THAT ON THIS 3rd DAY OF March, 1960, PERSONALLY
APPEARED BEFORE ME, JOHN M. TOOKE, WHO BEING BY ME FIRST DULY SWORN,
DECLARED THAT HE IS THE PERSON WHO SIGNED THE FOREGOING DOCUMENT

AS AN INCORPORATOR, AND THAT THE STATEMENTS THEREIN CONTAINED ARE
TRUE.



[Handwritten signature]

NOTARY PUBLIC IN AND FOR *WATSON*
COUNTY, WYOMING

Commission Expires: 2/5/63

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH,
OF

TOOKE ENGINEERING COMPANY

Filed in the Office of the
Secretary of State of Texas

This 19th day of June, 1975

By Marie Nagy
Administrative Assistant

To the Secretary of State
of the State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

1. The name of the corporation is TOOKE ENGINEERING COMPANY
- * 2. The post office address of its present registered office is
504 Leggett Bldg., Midland, Texas
- * 3. The post office address to which its registered office is to be changed is
Republic National Bank Building, c/o C T Corporation System, Dallas, Texas 75201
4. The name of its present registered agent is Patricia Harris
5. The name of its successor registered agent is C T CORPORATION SYSTEM
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated June 10, 1975

TOOKE ENGINEERING COMPANY

By

M. Tooke
Its President

STATE OF WYOMING
COUNTY OF NATRONA

I, Vicky A. Hill, a notary public, do hereby certify that on this 10th day of June, 1975, personally appeared before me J. M. Tooke who being by me first duly sworn, declared that he is the President of TOOKE ENGINEERING COMPANY, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

VICKY A. HILL - Notary Public
County of _____ State of _____
My commission expires June 18, 1976

Vicky A. Hill
Notary Public

(Give street or building address, as well as city or town.)