

State of Idaho

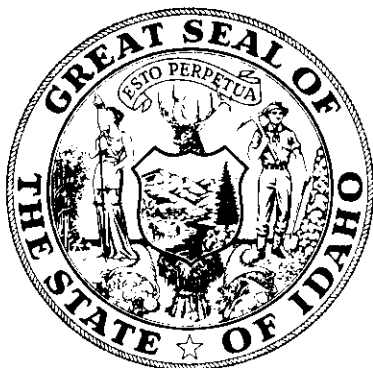
Department of State.

CERTIFICATE OF AUTHORITY
OF
POLAR DRILLING COMPANY

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

Dated ~~December~~ 30, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel F. Artich

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 Polar Drilling Company

2. *The name which it shall use in Idaho is Polar Drilling Company

3. It is incorporated under the laws of the state of Nevada

4. The date of its incorporation is November, 1979 and the period of its duration is indefinite

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Goicoechea and DiGrazia, Suite 200, Blohm Building, Fifth and Idaho Streets, Elko, Nevada 89801

6. The street address of its proposed registered office in Idaho is P.O. Box 314, Grangeville, Idaho 83530 Street Address: 204 West North Street, and the name of its proposed registered agent in Idaho at that address is Dennis Albers

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Exploration drilling

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

Name	Office	Address
<u>Malcolm I. Hunt</u>	<u>President-Director</u>	<u>P.O. Box 1635, Elko, NV 89801</u>
<u>C. Warren Hunt</u>	<u>V. Pres.-Director</u>	<u>P.O. Box 4227, Redding, CA 96099</u>
<u>G.A.T. Hunt</u>	<u>Secretary-Treasurer</u>	<u>P.O. Box 1635, Elko, NV 89801</u>
<u>Joan McCallum</u>	<u>Director</u>	<u>1607 2nd St., N.W., Calgary, Alberta, Canada</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>2500</u>	<u>Common shares</u>	<u>No par value</u>

(continued on reverse)

Chapter 78 of Nevada Revised Statutes, and the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **DEAN**

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be the law offices of GOICOCHEA, DI GRASIA & MARTEL, Suite 200, Building, Fifth and Idaho Streets, in the City of Elko, Elko, State of Nevada. The designation herein of the office of this corporation shall be without limitation upon the corporation to establish additional places of business in the State of Nevada, or elsewhere, or to do so in compliance with applicable requirements of law.

ARTICLE III

The nature of the business to be transacted, permitted or carried on is:

- (A). To engage in...
- (B). To have and...

(c) To whom is granted the right of first refusal.

This corporation shall enjoy all the rights, powers and privileges, both general and special, of a corporation, and more particularly, not by way of limitation, but by way of partial enumeration only, such general and special powers and privileges as are set forth in 78.000, 78.005 and 78.010 Chapter 78, Title 7, Nevada Revised Statutes, and as they hereafter be amended or supplemented.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

A. This corporation is authorized to issue, not to exceed TWO THOUSAND FIVE HUNDRED (2,500) shares of common stock having no par value. This corporation shall not, except by amendment to the Articles, have authority to issue any additional shares of stock having no par value, and said shares of stock having no par value shall be the only class of stock issue.

B. The Board of Directors may, from time to time, on the consideration for which shares without par value shall be issued and sold by the corporation.

C. Every stockholder shall have such preemptive or preferential rights to purchase and/or subscribe for his proportionate part of any shares of the same class as those which may be issued at any time by this corporation as may hereafter granted to stockholders under Title 7, Chapter 78, Nevada Revised Statutes.

D. Restrictions on Stock Transfers: No restriction on the sale or transfer of capital stock of this corporation.

...by pledge, mortgage, security agreement, or otherwise, and the assignment, hypothecation or by operation of law, shall be valid, enforceable unless it complies with each and every restriction on its hypothecation, sale or transfer, imposed by or subject to the By-Laws of this corporation.

ARTICLE V
DIRECTORS

A. Members of the governing board of this corporation shall be styled "Directors". The number of Directors of this corporation shall be three (3) unless all of the issued shares of stock of this corporation are owned beneficially and of record by either one (1) or two (2) stockholders in which event the number of directors may, by action of the Board of Directors, be the same as the number of stockholders. The initial number of stockholders shall be three (3). The names and post office addresses of the first Board of Directors are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
MALCOLM I. HUNT	340 Wilson Street, Elko, N.D.
JOAN MCCALLUM	1607 Second Street, N.W., Calgary, Alberta, Canada
CHARLES RALPH HOAF	No. 201, 718-8th Avenue, S.W., Calgary, Alberta, Canada

B. A director must be a stockholder of this corporation.

C. At all elections of the directors of the corporation each holder of voting stock shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of his votes for a single director, or may distribute them among two or more directors.

to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

NON-ASSESSABLE STOCK

The capital stock, after the amount of the subscription price has been paid in, shall not be subject to assessment for the debts of the corporation or for any purpose whatsoever, and no part of the capital stock of said corporation, whether issued for cash, services, property or otherwise, shall be non-assessable. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE VII

INCORPORATORS

The names and post office addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
MALCOLM I. HUNT	340 Wilson Street, Elko, NV 89801
ROBERT B. GOICOECHEA	P.O. Box 1358, Elko, NV 89801
GARY E. DI GRAZIA	P.O. Box 1358, Elko, NV 89801

ARTICLE VIII

TERM

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned, have hereunto set their respective hands this 5th day of November, 1979.


MALCOLM I. HUNT


ROBERT B. GOICOECHEA


GARY E. DI GRAZIA

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the said Court at the City of New York, this 1st day of January, 1979.

Linda J. Tunney

NOTARY PUBLIC

