

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### CRESCENT OIL AND GAS CORPORATION

a corporation duly organized and existing under the laws of **Delaware** 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 **22nd** day of **November** 19**57**, a properly authenticated copy of its articles of incorporation, and on the **22nd** day of **November** 19 **57**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of 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 **22nd** day of **November**, A.D. 19**57**.

Secretary of State.

**CERTIFICATE OF INCORPORATION**  
**OF**  
**CRESCENT OIL AND GAS CORPORATION**

**FIRST.** The name of the corporation is **CRESCENT OIL AND GAS CORPORATION.**

**SECOND.** Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

**THIRD.** The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To acquire by purchase, lease or otherwise, lands or the oil, gas and mineral rights in lands for the purpose of producing therefrom oil, gas or other volatile or mineral substances and to develop, operate, dispose of or in any way use the said lands or the oil, gas and mineral substances and to develop, operate, dispose of or in any way use the said lands or the oil, gas and mineral rights therein; to develop such lands by drilling wells and installation of plants, machinery and appliances and to dispose of the products therefrom either as a raw product or otherwise and to refine and reduce and prepare said products for market and to manufacture from said products any and all marketable commodities.

To mine for, prepare, process, produce, manufacture, refine, adapt, buy, sell, distribute and otherwise deal in petroleum and other oils, vegetable substances, mineral volatile substances, and any and all products, by-products and residual products therefor, including the manufacturing, buying, selling and otherwise dealing in, both wholesale and

retail, illuminating and other similar oils; to acquire, sink, own, maintain, operate and develop oil and gas wells and prepare, adapt, utilize, buy, sell and otherwise deal in and with the products thereof and therefrom in such manner as may be advantageous or profitable, and to transact any and all other business pertinent, collateral or incidental to any of the purposes aforesaid.

To manufacture, mine for, produce, use and sell artificial or natural gas, or both, or any mixture of the two, for light, heat, power and other purposes and also to produce, acquire, use, sell, distribute and treat the by-products and residual products therefrom and to construct or in any manner acquire, maintain, operate, encumber, sell or in any manner dispose of works therefor.

To construct, lay, purchase or in any manner acquire, and to maintain and operate, and to sell, encumber or in any manner dispose of plants, systems, works, appliances, tank structures, equipment, machinery, pipe-lines, gas mains, water mains and buildings, for the manufacture, processing, refining, use, sale, distribution and transportation of petroleum and other oils, natural, artificial and mixed gas for light, heat, power and other purposes, and water, in, over, through or under any streets, alleys, roads, highways or other public places, or in, over, through, or under any private or public property, and to erect, construct, lease or otherwise acquire and dispose of, and to operate and maintain telephone and telegraph lines, for the use of the company or otherwise.

To buy, sell and lease in the United States or in any other part of the world, real estate, concessions, rights and privileges in and to real estate, for the purpose of obtaining, handling, storing, transporting, selling and disposing of natural gas and mineral oil and minerals of all

kinds and natures, including petroleum, and to buy and sell crude or refined mineral oil, and to manufacture and refine or otherwise treat the same for the supply of the general market, and to construct, operate, lease, buy or otherwise acquire and sell and dispose of pipe lines, and to construct, buy, sell and lease or otherwise dispose of works, conveniences and appliances that may be either useful or necessary in the carrying on of said business.

To lease, buy or otherwise acquire, hold, use and operate; sell, sub-let or otherwise dispose of; mortgage or otherwise encumber and make any and all contracts in respect to rights to explore for and remove natural gas, mineral oil, petroleum, coal, iron and other minerals.

To lease, buy or otherwise acquire and hold and operate and to sell, encumber or otherwise dispose of rights to explore for and remove natural gas and mineral oil, including petroleum, and to charge, receive and collect tolls, charges, rates and moneys for natural and artificial gas furnished and supplied to any individual, corporation, municipality, government or governmental subdivision.

To purchase, take, lease or otherwise acquire, hold, own, control, mine, operate, mortgage, pledge, sell, transfer, or in any manner dispose of mineral or coal properties, and collieries, together with the veins or seams of coal, iron ore or other minerals situated therein, the works, mining properties, rights or effects connected therewith, smelters and refineries, together with the warehouses, wharfs, cars, ships, vessels, steam boats, or other means of transportation by land or water, stock in trade, fixed and movable, plant, machinery and other property and effects appurtenant and belonging thereto, and all or any other works or property held in connection therewith.

To manufacture, buy, use, sell, rent and deal in stoves, engines, motors, fixtures, chandeliers, brackets, lamps, globes, generators, meters, dynamos, batteries, and all other apparatus, appliances, appurtenances, devices and conveniences which may seem calculated directly or indirectly to promote the consumption of natural, artificial, or mixed gas, petroleum, petroleum products or by-products, to be employed in connection therewith, or any other business of this corporation.

To construct or join in the construction of works of all descriptions including generators, purifiers, refineries, gas holders, wharves, bunkers, docks, piers, tramways, roads and approaches for the purpose of the company's business, and to erect, alter, build, pull down and adapt buildings, and to purchase, construct, erect, hire, operate and maintain ships and other vessels, cars, plants and machinery.

To buy and sell standing timber and timber lands and to buy, cut, haul, dry and sell timber and logs; and to saw and otherwise work the same, manufacture and sell lumber, bark, pulp and all products made therefrom or to be used therewith.

To acquire title by purchase or otherwise to salt mines, salt plants and the real estate connected therewith, to purchase real estate and to develop thereon salt mines and operate salt works; to lease, rent, buy and sell salt mines, salt plants and real estate; to mine salt by hydraulic or any other process; to manufacture salt by evaporation or by any other process; to buy, mine, ship and sell salt and salt products; to purchase, manufacture, sell and use cooperage and cooperage stock; to build and own railroad switches and other roads to its salt mines and plants and to lease, sell and convey the same; to purchase all machinery and materials

for erecting salt works, manufactories or any other building or erection necessary to carry on its business; to purchase, ship and sell salt; to carry on a merchandising business and generally to do all things which a salt mining company may do.

To improve and manage real property necessary or convenient for the business or purposes of this corporation, and to buy, sell, exchange, encumber or otherwise dispose of the same.

To acquire by purchase or otherwise acquire, own, hold, buy, sell, convey, lease, mortgage and encumber real estate and other property, personal or mixed; to survey, subdivide, plat, improve and develop lands for purposes of sale or otherwise, and to do and perform all things needful and lawful for the development and improvement of the same for agriculture, residence, trade and business.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandises and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to

sell, pledge or otherwise dispose of same in order to meet other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that none of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of each state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be



regarded as independent objects and...

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

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

<u>NAMES</u>	<u>RESIDENCES</u>
H. E. Prange	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

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 whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

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 in the manner in which it was created.

By resolution passed by a majority of the whole

board, to designate one or more of its directors to a committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware

Code, or on the application of trustees or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 6 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

TWELFTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein 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 the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 1st day of December A. D. 1955.

H. E. Prange (SEAL)

H. C. Broadt (SEAL)

A. D. Atwell (SEAL)

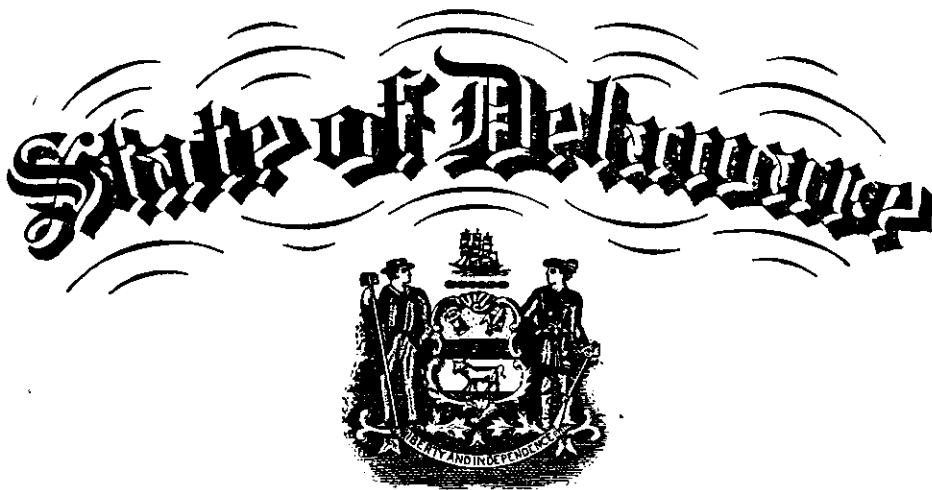
STATE OF DELAWARE }  
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED that on this 1st day of December A. D. 1955, personally came before me, a Notary Public for the State of Delaware, H. E. Prange, H. C. Broadt and A. D. Atwell, all of the 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.

M. Ruth Mannering -  
Notary Public

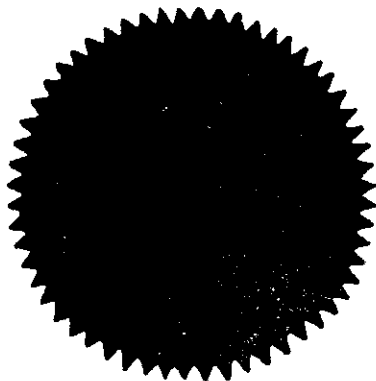
M. Ruth Mannering  
Notary Public  
Appointed Feb. 12, 1955  
State of Delaware  
Term Two Years



**Office of Secretary of State.**

*I, John N. McDowell, Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "CRESCENT OIL AND GAS CORPORATION",  
as received and filed in this office the second day of December, A. D.  
1955, at 11 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*  
*and official seal at Dover this* fourteenth *day*  
*of* November *in the year of our Lord*  
*one thousand nine hundred and* fifty-seven.



*John N. McDowell*  
Secretary of State

*W. R. ...*

Ass't. Secretary of State