

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

**KENAI OIL AND GAS INC.**

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

Dated January 14, 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 Kenai Oil and Gas Inc.
2. \*The name which it shall use in Idaho is same
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 6, 1978 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 306 South State Street Dover, Del.
6. The address of its proposed registered office in Idaho is Bank of Idaho Building, Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is U.S. Corporation Company
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
oil and gas exploration and development,  
purchase and sale of property.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See attached.	

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
400,000	Common	\$ .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
350,000	Common	\$ .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 county under the laws of which it is incorporated.

Dated December 5, 19 79.

Kenai Oil and Gas Inc.

By

Warren H. Haber  
Chairman of the Board  
Its ~~President~~

and

James M. Kelly  
Its Secretary

STATE OF New York )

) ss:

COUNTY OF New York )

I, Allen Mantel, a notary public, do hereby certify that on this 5th day of December, 19 79, personally appeared before me Warren H. Haber, who being by me first duly sworn, declared that he is the Chairman of the Board of Kenai Oil & Gas Inc.

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

Alan Mantel  
ALAN MANTEL  
NOTARY PUBLIC, State of New York  
No. 31-4651093  
Qualified in New York County

Notary Public

\*Pursuant to section 30 of the Corporation Code, if a 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.

	<u>NAME</u>	<u>NO. AND STREET</u>	<u>CITY</u>	<u>STATE</u>
PRES.	<u>William M. Booth, Jr.</u>	<u>717 17th Street</u>	<u>Denver</u>	<u>Col.</u>
VICE PRES.	<u>Joseph R. Mazola</u>	<u>717 17th Street</u>	<u>Denver</u>	<u>Col.</u>
VICE PRES.	<u>Patrick De Niro</u>	<u>717 17th Street</u>	<u>Denver</u>	<u>Col.</u>
VICE PRES.	<u>Stewart M. Cohen</u>	<u>477 Madison Ave.</u>	<u>New York</u>	<u>N.Y.</u>
SEC'Y.	<u>Lawrence M. Pohly</u>	<u>477 Madison Ave.</u>	<u>New York</u>	<u>N.Y.</u>
TREAS.	<u>Stewart M. Cohen</u>	<u>477 Madison Ave.</u>	<u>New York</u>	<u>N.Y.</u>
DIR'R.	<u>Michael R. Green</u>	<u>477 Madison Ave.</u>	<u>New York</u>	<u>N.Y.</u>
DIR'R.	<u>Warren Haber</u>	<u>477 Madison Ave.</u>	<u>New York</u>	<u>N.Y.</u>
DIR'R.	<u>Joel Friedman</u>	<u>477 Madison Ave.</u>	<u>New York</u>	<u>N.Y.</u>
DIR'R.	<u>William M. Booth, Jr.</u>	<u>717 17th Street</u>	<u>Denver</u>	<u>Col.</u>

CERTIFICATE OF INCORPORATION

28

OF 80 JAN 14 AM

KENAI OIL COMPANY INCORPORATED

SECRET  
STATE

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is Kenai Oil Company Inc.

SECOND: Its registered office is to be located at 306 South State Street, in the City of Dover, in the County of Kent, in the State of Delaware. The name of its registered agent at that address is the United States Corporation Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

FIFTH: The name and address of the single incorporator is

Irene C. Libby

140 Broadway  
New York, N.Y. 10005

SIXTH: The By-Laws of the corporation may be made, altered, amended, changed, added to or repealed by the Board of Directors without the assent or vote of the stockholders.

SEVENTH: The corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the 3rd day of March, 1978.

Irene C. Libby  
Irene C. Libby

Sworn to before me this

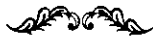
3rd day of March 1978

Rosaida Lomalez  
Notary Public

**ROSALDA LOMALEZ**  
Notary Public  
Qualified in New York  
Commission Expires Mar. 20, 1978



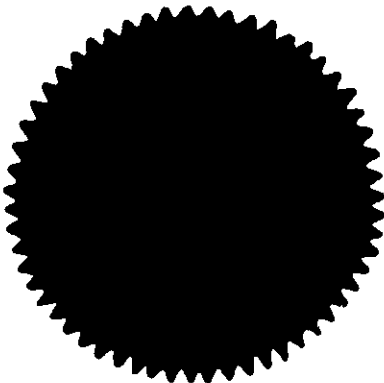
# State of DELAWARE



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 is a true and correct copy of*  
Certificate of Incorporation of the "Kenai Oil Company Inc.", as received and filed in  
this office the sixth day of March, A.D. 1978, at 9 o'clock A.M.

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



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
STATE

KENAI OIL COMPANY INC.

-----  
Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware  
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We, Joel Friedman President and Michael R. Green  
Secretary of Kenai Oil Company Inc., a corporation existing  
under the laws of the State of Delaware, do hereby certify  
as follows:

FIRST: That the Certificate of Incorporation of  
said corporation has been amended as follows:

By striking out the whole of Article Fourth thereof  
as it now exists and inserting in lieu and instead thereof a  
new Article Fourth, reading as follows:

"FOURTH: The total number of shares of stock  
which the Corporation is authorized to issue  
is 400,000 shares, having a par value of \$.01  
per share."

SECOND: That such amendment has been duly adopted in  
accordance with the provisions of the General Corporation Law  
of the State of Delaware by the written consent of the sole  
stockholder in accordance with the provisions of Section 228 of  
the General Corporation Law of the State of Delaware.

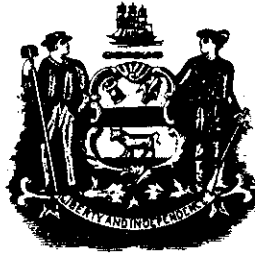
IN WITNESS WHEREOF, we have signed this certificate  
this 25<sup>th</sup> day of April, 1978.

ATTEST:

\_\_\_\_\_  
President  
Joel Friedman

\_\_\_\_\_  
Secretary  
Michael R. Green



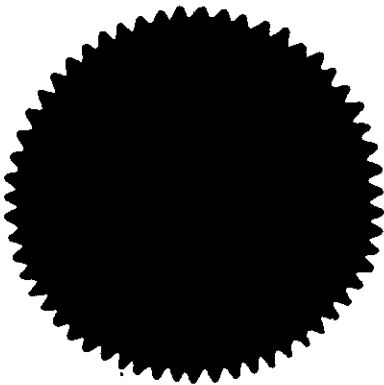


# State of DELAWARE

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 is a true and correct copy of*  
 Certificate of Amendment of the "Kenai Oil Company Inc.", as received and filed in  
 this office the twenty-sixth day of April, A.D. 1978, at 9 o'clock A.M.

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



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
DELAWARE INTER-AMERICAN PETROLEUM LIMITED  
BY  
KENAI OIL COMPANY INC.

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Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware  
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Kenai Oil Company Inc., a corporation formed under the laws of the State of Delaware, desiring to merge Delaware Inter-American Petroleum Limited pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: That Kenai Oil Company Inc. is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 6th day of March, 1978; that Delaware Inter-American Petroleum Limited is a corporation formed under the laws of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 30th day of March, 1978.

SECOND: That the Board of Directors of Kenai Oil Company Inc., by resolutions duly adopted on the 2nd day of May, 1978, determined to merge Delaware Inter-American Petroleum Limited and to assume all of its obligations; said resolutions being as follows:

"WHEREAS, this corporation has acquired and now lawfully owns all of the stock of Delaware Inter-American Petroleum Limited and desires to merge said corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge and it does hereby merge said Delaware Inter-American Petroleum Limited and does hereby assume all of its obligations; and be it

"FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and be it

"FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Each share of Common Stock par value \$.01 per share of Kenai Oil Company Inc. which shall be outstanding immediately prior to the effective date of the merger shall remain outstanding; each share of Common Stock par value \$.10 per share of Delaware Inter-American Petroleum Limited which shall be outstanding immediately prior to the effective date of the merger and the rights, if any, of the prior shareholders of Inter-American Petroleum Corporation (a corporation formed under the laws of the State of Colorado) to receive common stock of Delaware Inter-American Petroleum Limited are cancelled."

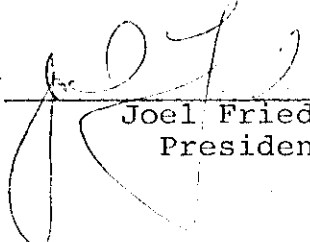
THIRD: That at the effective date of the merger Article FIRST of the Certificate of Incorporation of Kenai Oil Company Inc., as amended, shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Kenai Oil and Gas Inc."

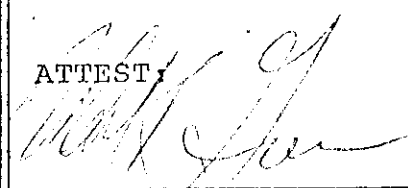
IN WITNESS WHEREOF, said Kenai Oil Company Inc. has caused this Certificate to be executed by its officers thereunto duly authorized this 2nd day of May, 1978.

KENAI OIL COMPANY INC.

By

  
Joel Friedman  
President

ATTEST:

  
Michael R. Green  
Secretary



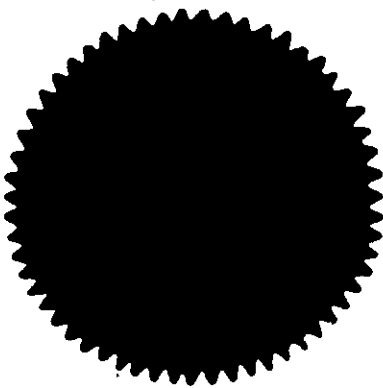
# State of DELAWARE

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 is a true and correct copy of*  
 Certificate of Ownership of the "KENAI OIL COMPANY INC.", merging "DELAWARE INTER-AMERICAN  
 PETROLEUM LIMITED", pursuant to Section 253 of the General Corporation Law of the State  
 of Delaware, as received and filed in this office the second day of May, A.D. 1978, at  
 12:48 o'clock P.M.

And I do hereby further certify that the said "KENAI OIL COMPANY INC.", has  
 relinquished its corporate title and assumed in place thereof "Kenai Oil and Gas Inc.".

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



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State