

State of Idaho

Department of State.

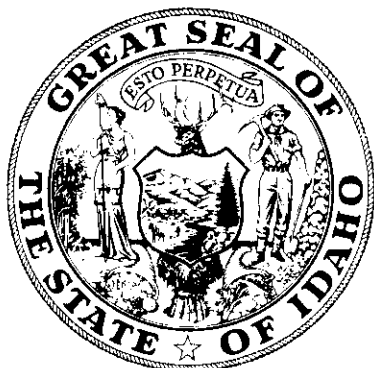
CERTIFICATE OF AUTHORITY OF

_____ CORPORATION

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

Dated _____, 19 ____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

11-2-79

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 UNITED NATURAL RESOURCE CORPORATION
2. *The name which it shall use in Idaho is UNITED NATURAL RESOURCE CORPORATION
3. It is incorporated under the laws of Texas
4. The date of its incorporation is August 16, 1979 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 4835 LBJ Freeway, Suite 545, Dallas, Texas 75234
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:
Acquisition and development of mineral properties.

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

Name	Office	Address
<u>Thomas C. Welfelt</u>	<u>President</u>	<u>4835 LBJ Freeway, Suite 545 Dallas, Texas 75234</u>
<u>Stephen M. Welfelt</u>	<u>Vice President</u>	<u>4835 LBJ Freeway, Suite 545 Dallas, Texas 75234</u>
<u>William G. Borlaug</u>	<u>Secy/Treasurer</u>	<u>4835 LBJ Freeway, Suite 545 Dallas, Texas 75234</u>
<u>Richard R. Welfelt</u>	<u>Vice President</u>	<u>4835 LBJ Freeway, Suite 545 Dallas, Texas 75234</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</u>	<u>Common</u>	<u>\$1.00</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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

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 September 24, 1979

UNITED NATURAL RESOURCE CORPORATION

By *Thomas C. Welfelt*

Its _____ President

and *William H. Bralang*

Its _____ Secretary

STATE OF Texas)
) ss:
COUNTY OF Dallas)

I, Sue A. Prevost, a notary public, do hereby certify that on this 24th day of September, 1979, personally appeared before me Thomas C. Welfelt, who being by me first duly sworn, declared that he is the President of UNITED NATURAL RESOURCE CORPORATION

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

Sue A. Prevost

Notary Public

My commission expires January 31, 1981.

*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.



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:

UNITED NATURAL RESOURCE CORPORATION

Articles of Incorporation

August 16, 1979

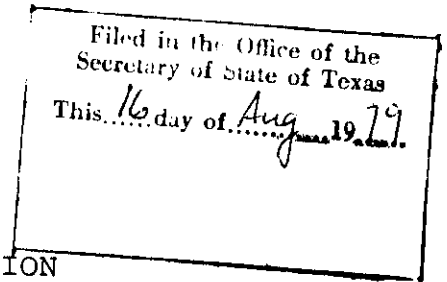


IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

15th day of October, A. D. 19 79.

GW Strake Jr.
Secretary of State

ARTICLES OF INCORPORATION
OF
UNITED NATURAL RESOURCE CORPORATION



I, the undersigned natural person of the age of eighteen (18) years or more, acting as the incorporator 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 UNITED NATURAL RESOURCE CORPORATION.

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to transact all lawful business of every kind and character for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000), of the par value of One Dollar (\$1.00) each, to be designated "Common Stock".

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of the initial registered office of the corporation is 4835 LBJ Freeway, Suite 545, Dallas, Texas 75234, and the name of its initial registered agent at such address is William C. Borlaug.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as its directors until the first annual meeting of its shareholders, and until their respective successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas C. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Stephen M. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234
Richard R. Welfelt	4835 LBJ Freeway Suite 545 Dallas, Texas 75234

ARTICLE EIGHT

Cumulative voting for the election of directors of the corporation shall not be permitted.

ARTICLE NINE

No holder of any capital stock of the corporation shall, as such holder, have any preemptive or preferential right to subscribe for, purchase or receive (i) any shares of capital stock of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment hereto or out of shares of capital stock of the corporation acquired by it after the issuance thereof; (ii) any obligation, evidence of indebtedness or other security of the corporation which it may issue or sell and which is convertible into or exchangeable for capital stock of the corporation or to which shall be attached or appertain any warrant, option or other instrument or right entitling the owner or holder thereof to subscribe for, purchase or receive capital stock of the corporation; (iii) any warrant, option or right to

subscribe for, purchase or receive any such capital stock, obligation, evidence of indebtedness or other security of the corporation; or (iv) any other security which the corporation may issue or sell; provided, however, that notwithstanding the foregoing provisions of this Article, the Board of Directors of the corporation shall have authority to grant to any person or persons, upon such terms as it may determine, such options and rights to purchase any security or securities of the corporation now or hereafter authorized as it may deem to be in the best interests of the corporation.

ARTICLE TEN

Subject to the limitations provided by applicable law, the corporation shall have, in addition to all rights and powers provided by applicable law, the right and power to purchase, directly or indirectly, shares of its own capital stock to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE ELEVEN

The name of the incorporator of the corporation is F. W. BURNETT, JR., and his address is 2300 Republic National Bank Building, Dallas, Texas 75201.

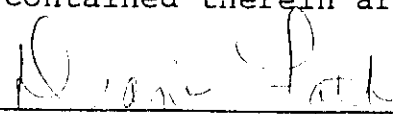
IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this the 25th day of July, 1979.



F. W. Burnett, Jr.

THE STATE OF TEXAS §
COUNTY OF DALLAS §

I, Diane Fath, a Notary Public, do hereby certify that on this 25th day of July, 1979, personally appeared before me F. W. BURNETT, JR., who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.



Notary Public in and for
Dallas County, Texas

My Commission Expires:
November 3, 1980