

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

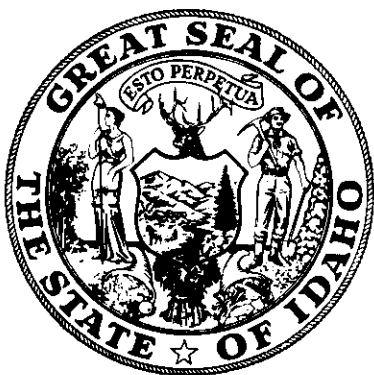
_____ MECH WELL DRILLING, INC. _____

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

_____,
MECH WELL DRILLING, INC.
duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ April 17 _____, 19 80 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

00 APR 17 AM 8 41

ARTICLES OF INCORPORATION
OF
WEECH WELL DRILLING, INC.

STATE OF

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, do by these presents, voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I
NAME

This corporation shall be known as WEECH WELL DRILLING, INC.

ARTICLE II
OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed are as follows:

- (a) To engage in the well drilling business and the related aspects thereof, including development, repair and maintenance of wells, and the purchase, sale, lease, repair and manufacture of well drilling equipment of every kind and nature. To generally provide well drilling service and to do everything suitable, proper, and conducive to the successful operation of a well drilling enterprise in all its branches and departments.
- (b) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the corporation may, from time to time, conducts its business.
- (c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with

PARSONS, SMITH & STONE
LAWYERS
BURLEY, IDAHO

1 any of the objects of this corporation, and to
2 enter into, make, perform, carry out contracts
3 of every sort and kind, with any person,
4 including the right to become a partner or
5 interested in a joint venture, and to acquire
6 and take over the good will, property, rights,
7 franchises, and assets of every kind, and
8 liabilities of any person, firm, association
9 or corporation, either wholly or in part, and
10 to pay for the same in cash, stocks, bonds of
11 the corporation, or otherwise.

12 (d) To organize or cause to be organized under
13 the laws of any state of the United States, or
14 the District of Columbia, or of any territory,
15 dependency, or possession of the United States,
16 or of any foreign country, a corporation or
17 corporations for the purpose of transacting,
18 promoting or carrying on any or all of the
19 objects or purposes for which this corporation
20 is organized, and to dissolve, wind up, liquidate,
21 merge, or consolidate any such corporation or
22 corporations, or to cause the same to be dissolved,
23 wound up, liquidated, merged or consolidated.

24 (e) To do all and every thing necessary, suitable,
25 and proper for the accomplishment of any of the
26 purposes or the attainment of any of the objectives,
27 or the furtherance of any of the powers hereinbefore
28 set forth, either alone or in association with
29 other corporations, firms, or individuals, and
30 to do every other act, or acts, thing or things,
31 incidental or pertinent to or growing out of,
32 or connected with the foregoing objects or
purposes, or any part or parts thereof, provided
the same be not inconsistent with the laws under
which this corporation is organized.

(f) The provisions of these Articles shall be
construed as purposes and powers, and each as
an independent purpose and power in furtherance
of, and not in limitation of, the powers which
the corporation may have under present or future
laws of the State of Idaho, and in such states
as the corporation may, from time to time, do
business.

(g) To have and to exercise all rights and powers
from time to time granted to a corporation by law.

ARTICLE III

DURATION

The terms and existence of this corporation shall be
perpetual.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND AGENT

The location and registered office of this corporation

1 shall be 632 East 42nd Street, Burley, Idaho; the post office
2 address is 632 East 42nd Street, Burley, Idaho 83318; the registered
3 agent of this corporation shall be Rex Weech, 632 East 42nd Street,
4 Burley, Idaho.

5
6 ARTICLE V
7 CORPORATE STOCK

8 The total number of shares which the corporation is
9 authorized to issue is 2,500 shares of stock with no par value
per share.

<u>TYPE</u>	<u>COMMON</u>	<u>PAR VALUE</u>
Common	2,500	No par value

10
11
12 ARTICLE VI
13 CHARACTERISTICS OF STOCK

14 The holders of the common stock are entitled to all
15 dividends declared by the Board of Directors, each stockholder of
16 common stock of record shall be entitled in all meetings of the
17 corporation or in matters requiring a vote, to one (1) vote for
18 each share of stock standing in his name upon the books of the
19 corporation.

20 The holder of shares of any class of this corporation
21 shall, upon sale by authorization of the corporation, for cash or
22 shares of the same class, have the right, during a reasonable
23 time to be fixed by the Board of Directors, to purchase shares in
24 proportion to their respective holdings of shares of such class,
25 at such price as may be fixed therefore by the Board of Directors,
26 but at not less than par for par value shares.

27 All stock, when fully paid, shall be non-assessable.

28 The corporation may purchase its own stock.

29 ARTICLE VII
30 INCORPORATORS

31 The names and post office addresses of each of the
32 incorporators are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
1		
2	Rex A. Weech	
3	Donna Lee Weech	632 East 42nd Street Burley, Idaho 83318
4	Guy Weech	632 East 42nd Street Burley, Idaho 83318
5		632 East 42nd Street Burley, Idaho 83318

6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

ARTICLE VIII

BOARD OF DIRECTORS

The initial Directors of the corporation who shall serve until the first election of Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
11	Rex A. Weech	
12	Donna Lee Weech	632 East 42nd Street Burley, Idaho 83318
13	Guy Weech	632 East 42nd Street Burley, Idaho 83318
14		632 East 42nd Street Burley, Idaho 83318

The Board of Directors shall consist of at least three Directors, and not more than five, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of Directors may be less than three, but not less than the number of stockholders. A majority of the Board of Directors shall constitute a quorum for transacting business, and the act of the majority of said quorum of said Board of Directors shall be the act of the Board. The Directors need not be stockholders of the corporation.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect; the power to make and repeal and amend the By-Laws, and adopt new By-Laws, is hereby conferred upon the Directors as well as the shareholders.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, whether or not the majority of the shares of the capital stock of such corporation are owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are Directors or officers of such corporation; any Director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction and may vote thereon with like force and effect as if he were not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands this 15th day of April, 1980.

Rex A. Weech
Rex A. Weech

Donna Lee Weech
Donna Lee Weech

Guy Weech
Guy Weech

STATE OF IDAHO)
County of Cassia) ss.

On this 15th day of April, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared REX A. WEECH, DONNA LEE WEECH, and GUY WEECH, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Della Mae Johnson
Notary Public for Idaho
Residing at Burley, Idaho