

State of Idaho

Department of State.

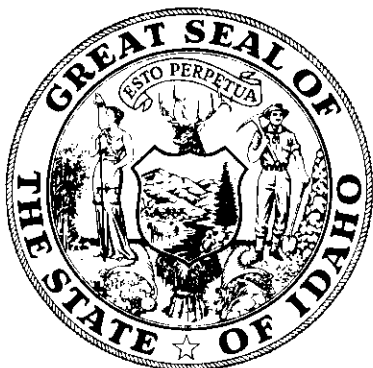
CERTIFICATE OF AUTHORITY OF

ROUGH RIDER DRILLING FLUIDS, INC.

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

Dated November 9, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Benny L. Givens

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 ROUGH RIDER DRILLING FLUIDS, INC.
2. *The name which it shall use in Idaho is ROUGH RIDER DRILLING FLUIDS, INC.
3. It is incorporated under the laws of North Dakota
4. The date of its incorporation is December 27, 1977 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 1510 Second Avenue West, Williston, North Dakota 58801
6. The street 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 C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Oil field drilling fluids
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Duane C. Petersen</u>	<u>Director/President</u>	<u>1510 2nd Ave. W., Williston, ND</u>
<u>Bettye S. Petersen</u>	<u>Director/V. Pres.</u>	<u>1510 2nd Ave. W., Williston, ND</u>
<u>Marvin L. Kaiser</u>	<u>Director/Sec.</u>	<u>314 1st Ave. E., Williston, ND</u>
<u>Duane C. Petersen</u>	<u>Treasurer</u>	<u>1510 2nd Ave. E., Williston, ND</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>30,000</u>	<u>Common</u>	<u>\$1.00 per share</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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>5,000</u>	<u>Common</u>	<u>\$1.00 per share</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 October 28, 1981, 1981.

ROUGH RIDER DRILLING FLUIDS, INC.

By Duane C. Petersen
Duane C. Petersen

Its President

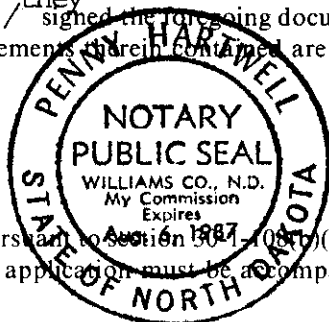
and Marvin L. Kaiser

Its Secretary

STATE OF North Dakota)
) ss:
COUNTY OF Williams)

I, Penny Hartwell, a notary public, do hereby certify that on this 28th day of October, 1981, personally appeared before me Duane C. Petersen & Marvin L. Kaiser, who being by me first duly sworn, declared that they are the President and Secretary of Roughrider Drilling Fluids, Inc.

that ^{they} signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.



Penny Hartwell
Notary Public

*Pursuant to Section 304, (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.

Certificate No 18515



To All to Whom these Presents shall Come,

I, BEN MEIER, Secretary of State of the State of North Dakota and Keeper of the Great Seal thereof, do hereby certify that the annexed copy of

Articles of Incorporation
Certificate of Incorporation

of

ROUGH RIDER DRILLING FLUIDS, INC.

has been compared by me with the original Articles of Incorporation
and Certificate of Incorporation on file and of record
in this Department, and that the same is a true copy thereof, and of the whole of such
instruments.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 21st day of October A. D., 19.81.

Ben Meier
BEN MEIER Secretary of State
By Robert R. Schaub
Deputy

ARTICLES OF INCORPORATION
OF
ROUGH RIDER DRILLING FLUIDS, INC.

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation under the North Dakota Business Corporation Act adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the said corporation shall be:

ROUGH RIDER DRILLING FLUIDS, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which the corporation is organized are:

- (1) To engage in the business of purchasing, developing, manufacturing, compounding, refining, distributing, selling, importing, exporting, exploiting and using, and to purchase, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce, and in every way deal in and with drilling fluids of every kind, material, substance and product.
- (2) To engage in the business of purchasing, developing, manufacturing, compounding, refining, distributing, selling, importing, exporting, exploiting, and using, and to purchase, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce,

and in every way deal in and with chemicals of every kind, chemical materials, substances, and products, including acids, alkalis, and salts, their compounds and derivatives, drugs, pharmaceuticals, and also derivatives, materials, products, substances, and combinations produced or manufactured therefrom, including solids, liquids, and gases of all kinds; to engage in the separation or reduction and treatment of solids, liquids, and gases into their constituents; to produce and utilize and deal in and with chemical combinations of all kinds.

- (3) To explore, prospect, drill for, produce, market, sell, and deal in and with petroleum, mineral, animal, vegetable, and other oils, asphaltum, natural gas, gasoline, naphthene, hydrocarbons, oil shales, sulphur, salt, clay, coal, minerals, mineral substances, metals, ores of every kind or other mineral or nonmineral, liquid, solid, or volatile substances and products, by-products, combinations, and derivatives thereof, and to buy, lease, hire, contract for, invest in, and otherwise acquire, and to own, hold, maintain, equip, operate, manage, mortgage, create security interests in, deal in and with, and to sell, lease, exchange, and otherwise dispose of oil, gas, mineral, and mining lands, wells, mines, quarries, rights, royalties, overriding royalties, oil payments, and other oil, gas, and mineral interests, claims, locations,

patents, concessions, easements, rights-of-way, franchises, real and personal property, and all interests therein, tanks, reservoirs, warehouses, storage facilities, elevators, terminals, markets, docks, piers, wharves, drydocks, bulkheads, pipe lines, pumping stations, tank cars, trains, automobiles, trucks, cars, tankers, ships, tugs, barges, boats, vessels, aircraft, and other vehicles, crafts, or machinery for use on land, water, or air, for prospecting, exploring and drilling for producing, gathering, manufacturing, refining, purchasing, leasing, exchanging, or otherwise acquiring, selling, exchanging, trading for, or otherwise disposing of such mineral and nonmineral substances; and to do engineering and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate, and repair wells, mines, plants, works, machinery, appliances, rigging, casing, tools, storage, and transportation lines and systems for this Corporation and other persons, associations, or corporations.

- (4) To invest its funds in real estate, mortgages, stocks and bonds, and any other type of investment,
- (5) To conduct and carry on, directly or indirectly, research development, promotional activities and to promote or aid financially or otherwise any person, firm or corporation engaged in such activities, or any of them.

- (6) To borrow money, to endorse, guarantee the payment of, or secure in any way, commercial paper or negotiate instruments used or needed in the course of its activities as such corporation.
- (7) To sell, issue discount, or borrow money upon any commercial paper or negotiable instruments, or promissory notes or warehouse receipts, or mortgages, or bonds, or any other kind of property or security owned by or under the control of said corporation.
- (8) To buy, own, lease, contract for the use of, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of any of its business.
- (9) To purchase, or otherwise, acquire, and to hold, own, exercise all rights of ownership, sell, transfer or pledge shares of the capital stock, or bonds, or securities of any corporation or association necessary to the business of the corporation.
- (10) To have and exercise all the powers conferred by the laws of North Dakota upon corporations formed under the laws pursuant to and under which the corporation is formed, as such laws are now in effect or may at any time hereafter be amended.
- (11) To do everything necessary, proper, advisable and convenient for the accomplishment of any of the purposes of attaining any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental

thereto or connected therewith which is not forbidden by the laws of the State of North Dakota or by the provisions of these Articles of Incorporation.

ARTICLE IV.

The aggregate number of shares for which the corporation is authorized to issue is Thirty Thousand (30,000) at a par value of One and no/100 Dollars (\$1.00) per share.

ARTICLE V.

The corporation will not commence business until at least One Thousand and no/100 Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are as set forth and provided for in the By-laws of the corporation.

ARTICLE VII.

There are no provisions limiting or denying to shareholders the pre-emptive right to acquire additional or treasury shares of the corporation.

ARTICLE VIII.

The address of the initial registered office of the corporation is:

103 East Broadway, Suite 5
Williston, North Dakota 58801

and the name of its initial registered agent at such address is:

Duane C. Petersen

ARTICLE IX.

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 directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

Duane C. Petersen
103 East Broadway, Suite 5
Williston, North Dakota 58801

Bettye Sue Petersen
103 East Broadway, Suite 5
Williston, North Dakota 58801

Marvin L. Kaiser
314 1st Avenue East
Williston, North Dakota 58801

ARTICLE X.

The name and address of each incorporator is:

Duane C. Petersen
103 East Broadway, Suite 5
Williston, North Dakota 58801

Bettye Sue Petersen
103 East Broadway, Suite 5
Williston, North Dakota 58801

Marvin L. Kaiser
314 1st Avenue East
Williston, North Dakota 58801

ARTICLE XI.

The officers selected to hold office until the Board of Directors regularly meet and has its first meeting and successors are elected are:

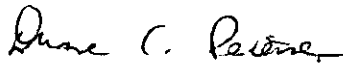
President	Duane C. Petersen
Vice-President	Bettye Sue Petersen
Secretary	Marvin L. Kaiser
Treasurer	Duane C. Petersen

ARTICLE XII.


In the absence of fraud, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is a party to, or is interested in, such contract, act, or transaction, or in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

WE, THE ABOVE NAMED INCORPORATORS, being first duly sworn, say that we each have read the foregoing application and know the contents thereof, and verily believe the statements made therein to be true.

DATED at Williston, North Dakota, this 23rd day of December, 1977.



Duane C. Petersen



Bettye Sue Petersen

Marvin L. Kaiser
Marvin L. Kaiser

STATE OF NORTH DAKOTA)
 : SS
COUNTY OF WILLIAMS)

On this 23rd day of December, 1977, before me, a notary public, in and for said county and state, personally appeared DUANE C. PETERSEN, BETTYE SUE PETERSEN, and MARVIN L. KAISER, known to me to be the persons who are described in and who executed the within instrument, and acknowledged to me that they executed the same.

(SEAL)

My Commission Expires:

Karen Fillard
Notary Public
Williams County, North Dakota

STATE OF NORTH DAKOTA } SS
Department of State }
Certificate No. 28760
Filed for record 12/23/77
Day of December 1977
L. B. Z. Secretary of State
DEPUTY

Dec 4 50.00

Certificate No. 28760

UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

State of North Dakota

CERTIFICATE OF INCORPORATION
OF

ROUGH RIDER DRILLING FLUIDS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

ROUGH RIDER DRILLING FLUIDS, INC.

duly signed and verified pursuant to the provisions of the North Dakota BUSINESS Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

ROUGH RIDER DRILLING FLUIDS, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol

in the City of Bismarck, this 27th day of

Great Seal

December A. D., 1977

/s/ BEN MEIER

Secretary of State.

By

Deputy.