

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

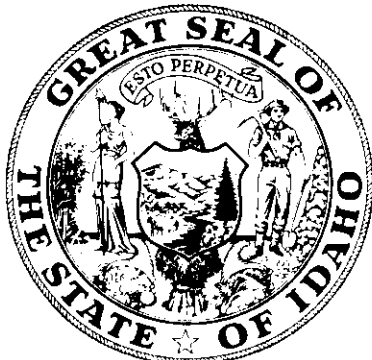
LEAR PETROLEUM EXPLORATION, INC.

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

Dated April 7, 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 LEAR PETROLEUM EXPLORATION, INC.
2. \*The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is June 8, 1937 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 100 W. Tenth Street, Wilmington, Delaware 19801
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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
oil and gas producer.

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

Name	Office	Address
(SEE ATTACHED RIDER)		

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>500,000</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>204,512</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 March 3, 19 80

LEAR PETROLEUM EXPLORATION, INC.

By R. L. Mitchell  
R. L. Mitchell  
Its Vice President

and S. Curt Cook  
S. Curt Cook  
Its Assistant Secretary

STATE OF Texas )  
COUNTY OF Dallas ) ss:

I, Kathryn E. Walker, a notary public, do hereby certify that on this 3rd day of March, 1980, personally appeared before me R. L. Mitchell, who being by me first duly sworn, declared that he is the Vice President of LEAR PETROLEUM EXPLORATION, INC.

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

Kathryn E. Walker  
Notary Public

\*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.

# LEAR PETROLEUM EXPLORATION, INC.

## OFFICERS

President	Max W. Woodard	950 One Energy Square 4925 Greenville Avenue Dallas, Texas 75206
Senior Vice President	R. E. Davis	" " " "
Vice President and Assistant Secretary	Ben C. Burkett, II	" " " "
Vice President and Secretary	R. L. Mitchell	" " " "
Vice President	Duke G. Burnett	" " " "
Vice President	Robert W. McDonald	" " " "
Vice President	David L. Paffett	" " " "
Asst. Vice President	Charles A. Johnson	" " " "
Treasurer and Asst. Secretary	S. Curt Cook	" " " "
Assistant Secretary	Joe D. Shea	" " " "
Controller	John M. Karnowski	" " " "
Assistant Secretary	Cynthia Murdock	1100 Wilco Building Midland, Texas
Assistant Secretary	William G. Webb	1700 Mercantile Bank Bldg. Dallas, Texas

LEAR PETROLEUM EXPLORATION, INC.

DIRECTORS

Max W. Woodard	950 One Energy Square 4925 Greenville Avenue Dallas, Texas
R. E. Davis	" " " "
Ben C. Burkett, II	" " " "
Jean E. Beard	4313 Tamworth Road Fort Worth, Texas
Gene E. Engleman	Texas Commerce Bank of Fort Worth P. O. Box 1290 Fort Worth, Texas
William H. Fetter	Texas City Refining P. O. Box 1271 Texas City, Texas
L. Gayle Rodgers	4660 One Williams Center Tulsa, Oklahoma

SEPT. 5, 1979 9 A.M.

## RESTATED

## CERTIFICATE OF INCORPORATION

-of-

LEAR PETROLEUM EXPLORATION, INC.

(Originally incorporated on June 8, 1937 as BROOKHAVEN OIL COMPANY)

We, the undersigned hereby certify that the following Restated Certificate of Incorporation was duly adopted by the Board of Directors of the corporation in accordance with the provisions of Section 245 of the General Corporation Laws of Delaware. We further certify that this Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the corporation's certificate of incorporation as heretofore amended or supplemented and that there is no discrepancy between those provisions and the provisions of the Restated Certificate of Incorporation.

FIRST: The name of the corporation is

LEAR PETROLEUM EXPLORATION, INC.

SECOND: The registered office of the corporation is to be located in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent is THE CORPORATION TRUST COMPANY, whose address is No. 100 West Tenth Street in said city.

THIRD: The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are:

To buy, sell, lease, and improve lands, and the oil, gas and mineral rights in lands; to buy and sell leases and rights and royalties under leases; to produce, buy, store, refine and deal in oil and natural gas and any and all products and derivatives thereof, at both wholesale and retail, and to manufacture all or any of the products of oil and natural gas; to develop lands by drilling oil and gas wells thereon and installing plants, machinery and appliances for such purposes; and to lay and operate pipe lines.

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufactur-

ing, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the operations of this corporation;

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation and from time to time to vary any investment or employment of capital of the corporation;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness to all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed;

To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government,

inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized;

To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both, of any bonds

or other obligations, and the performance of any contracts.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware now or hereafter in effect or impliedly by the reasonable construction of said laws.

FOURTH: The total of all classes of stock which the corporation is authorized to issue is 500,000 shares of \$1.00 par value common stock.

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

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of this corporation, and for further definition, limitation and regulation of the powers of this corporation and of its directors and stockholders;

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws, but shall not be less than three. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting as shall be provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The board of directors shall have power

(a) Without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the by-laws of this corporation; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation, or any part thereof; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such

act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

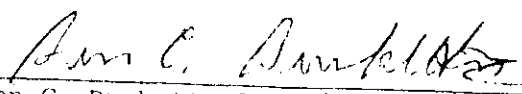
(5) Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of 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 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this

corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, 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.

(6) Stockholders shall not have the preemptive right to subscribe to any or all additional issues of stock of the corporation of any or all classes.

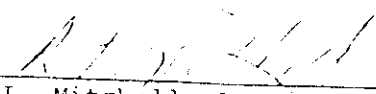
NINTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 22 day of August, 1979.

  
Ben C. Burkett, II, Vice President

(Corporate Seal)

ATTEST:

  
R. L. Mitchell, Secretary

STATE OF TEXAS           X  
                               X  
COUNTY OF DALLAS      X

Be it remembered that on this 22nd day of August, 1979, personally came before me Ben C. Burkett, II, Vice President of Lear Petroleum Exploration, Inc., a corporation of the state of Delaware, the corporation described in the foregoing instrument, known to me personally to be such, and he the said Ben C. Burkett, II, as such Vice President, duly executed said instrument before me and acknowledged the said instrument to be his act and deed and made on behalf of said corporation; that the signature of said Vice President and of the Secretary of said corporation to said foregoing instrument are in the handwriting of said Vice President and Secretary of said corporation, respectively, that the seal affixed to said instrument is the corporate seal of said corporation, and that the statements contained in said instrument are true and correct.

Notary Public in and for  
Dallas County, T E X A S

My Commission expires:

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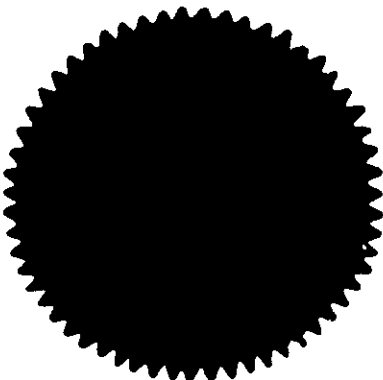
# State of DELAWARE



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*  
Restated Certificate of Incorporation of the "Lear Petroleum Exploration, Inc.", as  
received and filed in this office the fifth day of September, A.D. 1979, at 9 o'clock  
A.M.

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



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State