



Department of State.

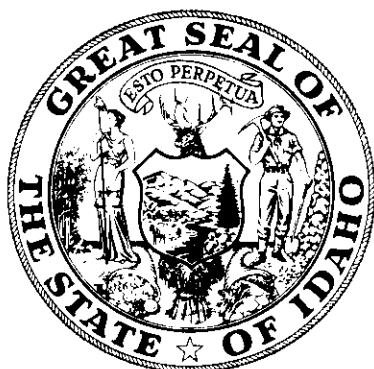
**CERTIFICATE OF AUTHORITY
OF**

JUNIPER PETROLEUM CORPORATION

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

Dated **September 16th**, 19 **81**.



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 JUNIPER PETROLEUM CORPORATION
2. *The name which it shall use in Idaho is JUNIPER PETROLEUM CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is February 22, 1972 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 c/o The Corporation Trust Company, 100 West 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 CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in the business of exploring for and producing petroleum, natural gas, other hydrocarbons & minerals & all products derived therefrom, to transact all business collateral thereto and to do

8. The names and respective addresses of its directors and officers are: all other acts or things required to be done in connection therewith.

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>110,000,000</u>	<u>Common</u>	<u>\$.10</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>4,428,322</u>	<u>Common</u>	<u>\$.10</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 2, 19 81

JUNIPER PETROLEUM CORPORATION

By

Richard J. Heider

Its President

and

Karen A. Peavy

Its Secretary

STATE OF COLORADO)

) ss:

COUNTY OF DENVER)

I, Elizabeth G. Hirsch, a notary public, do hereby certify that on this 2nd day of September, 19 81, personally appeared before me Richard J. Heider, who being by me first duly sworn, declared that he is the President of JUNIPER PETROLEUM CORPORATION

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

Elizabeth G. Hirsch

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.

My Commission expires November 17, 1984

OFFICERS AND DIRECTORS OF JUNIPER PETROLEUM CORPORATION

OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Richard J. Heider	1660 Lincoln St., #2410 Denver, Colorado 80264
Vice President-Finance Treasurer	Larry G. Rowland	1660 Lincoln St., #2410 Denver, Colorado 80264
Vice President-Production	Bruce M. Patterson	1660 Lincoln St., #2410 Denver, Colorado 80264
Vice President-Land	B. L. Jarrett	1660 Lincoln St., #2410 Denver, Colorado 80264
Secretary	Karen A. Peevy	1660 Lincoln St., #2410 Denver, Colorado 80264
Assistant Treasurer	Edward C. Arko	1660 Lincoln St., #2410 Denver, Colorado 80264

DIRECTORS

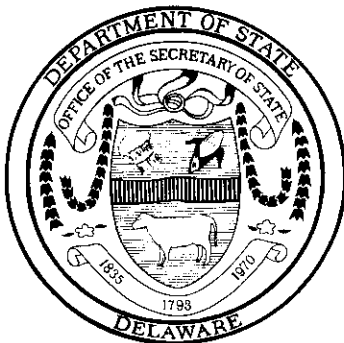
Chairman of the Board of Directors President and Director of Buttes Gas & Oil Co.	John Boreta	1221 Broadway Oakland, CA 94612
Director Independent Oil & Mining Operator	Lawrence Barker, Jr.	One Maritime Plaza, #425 San Francisco, CA 94111
Director President of Juniper Petroleum Corporation	Richard J. Heider	1660 Lincoln St., #2410 Denver, Colorado 80264
Director Rancher	William Becker	Post Office Box 3039 Kingman, AZ 86401
Director President & Chairman of the Board of Macey & Mershon Oil	William B. Macey	Macey & Mershon Oil 1600 Broadway, #1950 Denver, CO 80202 4880 E. Placita Tres Vidas Tucson, AZ 85718
Director President and Chief Executive Officer of Union Bank & Trust	E. G. Koelling	Union Bank & Trust P.O.Box 9347, S.Den St. Denver, CO 80209 9087 E. Floyd Pl. Denver, CO 80231



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 attached is a true and correct copy of
Certificate of Incorporation
filed in this office on February 22, 1972.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: E. Curran

DATE: September 9, 1981

CERTIFICATE OF INCORPORATION
OF
JUNIPER PETROLEUM CORPORATION

* * * * *

1. The name of the corporation is JUNIPER PETROLEUM CORPORATION.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage generally in and to carry on the business of exploring for and producing petroleum, natural gas, other hydrocarbons and minerals and all products derived therefrom, to transact all business collateral thereto and to do all other acts or things required to be done in connection therewith, including, without limitation, the following:

(a) To acquire, by purchase or otherwise, lease, own, hold, convey, develop, equip, operate, maintain and otherwise deal in and with lands, or interests therein, for the aforesaid purposes, and to that end to drill, develop, equip, maintain and operate wells for oil, gas, water or other substances and mines and mining plants for exploring for, developing, extracting or producing ores and other minerals, and to buy, lease or otherwise acquire drilling rigs or other machinery or apparatus necessary to accomplish fully the said purposes, and if any of said substances are found, to enter into contracts and other arrangements whereby the same and the products derived therefrom may be marketed and disposed of to the best advantage;

(b) To buy, sell, own, lease, construct, maintain, equip and operate storage tanks, pipelines, machinery and other equipment, together with all lands, buildings, improvements and other facilities necessary for the aforesaid purposes;

(c) To engage in the transportation of oil, gas and other hydrocarbons or minerals by means of pipelines, railroads, trucks or other conveyances;

(d) To buy or otherwise acquire, and to convey, transfer, assign or otherwise dispose of royalties, overriding royalties, and other rights and interests of every nature and kind whatsoever in, pertaining to or affecting oil or gas properties or other mineral lands;

(e) To enter into joint venture agreements and other contractual arrangements for the exploration and development of oil and gas properties or other mineral lands.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the

government, of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to

amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any and all foreign countries and in the states, districts, territories or colonies of the United States, subject to the laws thereof.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is Five Million (5,000,000) and the par value of each of such shares is Ten Cents (\$0.10) amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000.00).

4a. The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatever.

The minimum amount of capital with which the corporation will commence business is \$1,000.00.

5. The name and mailing addresses of the incorporators are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
G. J. Coyle	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
J. L. Rivera	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. 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 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code 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.

9. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the

statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

10. 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 statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 22nd day of February, 1972.

G. J. Coyle

W. J. Reif

J. L. Rivera