

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 CENTEX OIL & GAS WEST, INC.
2. *The name which it shall use in Idaho is CENTEX OIL & GAS WEST, INC.
3. It is incorporated under the laws of Nevada
4. The date of its incorporation is January 21, 1981 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 One East First Street, Reno, Nevada
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:
Oil and gas exploration and development.

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
25,000	Common	\$1.00

(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
25,000	Common	\$1.00

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 20th, 19 81

CENTEX OIL & GAS WEST, INC.

By C. William Pollock
C. William Pollock,
Its Vice President
and John G. Jones
Its Secretary

STATE OF Texas)
COUNTY OF Dallas) ss:

I, Dwenda Stringer, a notary public, do hereby certify that on this 20th day of October, 19 81, personally appeared before me C. William Pollock, who being by me first duly sworn, declared that he is the Vice President of CENTEX OIL & GAS WEST, INC.

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

Dwenda Stringer
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.

NAMES, TITLES AND ADDRESSES OF OFFICERS:

<u>Name</u>	<u>Office</u>	<u>Address</u>
James W. Hunt	Chairman of the Board	211 N. Ervay Dallas, Texas 75201
Robert I. Westmacott	President	1 Denver Plaza, Suite 1000 999 18th St. Denver, Colorado 80202
Arthur R. Zunker	Vice President and Treasurer	211 N. Ervay Dallas, Texas 75201
C. William Pollock	Vice President- Legal and Assistant Sec- retary	211 N. Ervay Dallas, Texas 75201
Richard C. Harvey	Assistant Vice President	4600 Republic Bank Tower Dallas, Texas 75201
John G. Jones	Secretary	4600 Republic Bank Tower Dallas, Texas 75201

NAMES AND ADDRESSES OF DIRECTORS

<u>Name</u>	<u>Address</u>
Frank M. Crossen	4600 Republic Bank Tower Dallas, Texas 75201
Paul R. Seegers	4600 Republic Bank Tower Dallas, Texas 75201
Jack L. McDonald	4600 Republic Bank Tower Dallas, Texas 75201
James W. Hunt	211 N. Ervay Dallas, Texas 75201
H. S. Erskine	211 N. Ervay Dallas, Texas 75201
Robert I. Westmacott	1 Denver Plaza, Suite 1000 999 18th St. Denver, Colorado 80202

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THE SECRETARY OF STATE


434-81

ARTICLES OF INCORPORATION

OF

Woodburn, Wedge, Boney and Johnson
Attorneys-at-Law
One East First Street, Reno, Nevada, 89501

CENTEX OIL & GAS WEST, INC.

FIRST. The name of the corporation is:

Centex Oil & Gas West, Inc.

SECOND. Its principal office in the State of Nevada is located at One East First Street, Reno, Washoe County, Nevada, 89501. The name and address of its resident agent is THE CORPORATION TRUST COMPANY OF NEVADA, One East First Street, Reno, Nevada, 89501.

THIRD. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To engage in any lawful act, activity and/or business for which corporations may be organized under the General Corporation Laws of the State of Nevada, and, without limiting the foregoing, to participate, as a joint venturer or a partner (either general or limited) in joint ventures or partnerships which engage in any of the foregoing activities or businesses.

FOURTH. Capital Stock.

The amount of the total authorized capital stock of the corporation is Twenty-Five Thousand Dollars (\$25,000.00) consisting of Twenty-Five Thousand shares of common stock of the par value of One Dollar (\$1.00) each.

The capital stock, after the amount of the subscription price, or par value has been paid in shall not be subject to assessment to pay the debts of the corporation.

Cumulative voting by any stockholder is hereby expressly denied.

No stockholder of this corporation shall by reason of his holding shares of any class of stock have any preemptive or preferential right to purchase or subscribe to any shares of any class of stock or this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder other than such rights, if any, as the board of directors in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may cause to be issued shares of any class of stock of this corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock without offering any such shares or other securities either in whole or in part to the existing stockholders of any class of stock.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation provided that the number of directors shall not be reduced to less than three (3), except that in cases where all 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 (3) but not less than the number of stockholders. The initial number of stockholders will be one.

The names and addresses of the first board of directors, which shall be five (5) in number, are as follows:

<u>Name</u>	<u>Address</u>
Frank M. Crossen	4600 Republic National Bank Tower Dallas, Texas 75201
Paul R. Seegers	4600 Republic National Bank Tower Dallas, Texas 75201
Jack L. McDonald	4600 Republic National Bank Tower Dallas, Texas 75201
Paul Woodherry	4600 Republic National Bank Tower Dallas, Texas 75201
Norris R. Harris	4600 Republic National Bank Tower Dallas, Texas 75201
Robert I. Westmacott	4600 Republic National Bank Tower Dallas, Texas 75201

SIXTH. The name and address of each of the incorporators signing the Articles of Incorporation as follows:

<u>Name</u>	<u>Post Office Address</u>
John G. Jones	4600 Republic National Bank Tower Dallas, Texas 75201
David L. Smith	4600 Republic National Bank Tower Dallas, Texas 75201
Brenda Stringer	4600 Republic National Bank Tower Dallas, Texas 75201

SEVENTH. The corporation is to have perpetual existence.

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

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed 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, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers 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. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

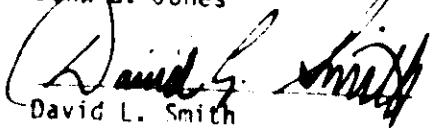
When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

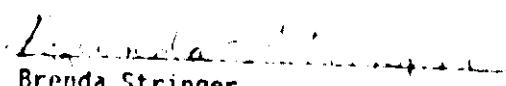
NINTH. Meetings of stockholders may be held outside the State of Nevada, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

TENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, 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 Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 20th day of January, 1981.

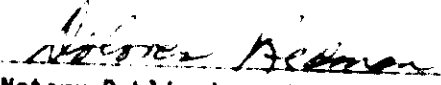

John G. Jones

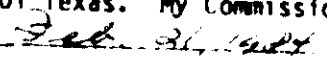

David L. Smith


Brenda Stringer

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 20th day of January, 1981 before me, a Notary Public, personally appeared John G. Jones. Brenda Stringer and Linda Horak, who severally acknowledged that they executed the above instrument.


Notary Public in and for the State
of Texas. My Commission Expires:



(SEAL)