



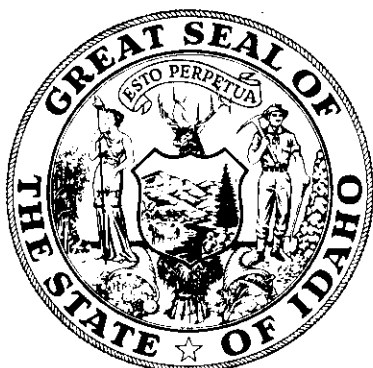
CERTIFICATE OF AUTHORITY  
OF

MID-CONTINENT SUPPLY CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MID-CONTINENT SUPPLY CO. 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 MID-CONTINENT SUPPLY CO. to transact business in this State under the name MID-CONTINENT SUPPLY CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 4, 19 81.



SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

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:

SEP 4 PM 12 18

SECRETARY OF  
STATE

1. The name of the corporation is MID-CONTINENT SUPPLY CO.
2. \*The name which it shall use in Idaho is MID-CONTINENT SUPPLY CO.
3. It is incorporated under the laws of Texas
4. The date of its incorporation is April 10, 1967 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 Kendavis Industries International Building, Fort Worth, TX 76102
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:  
Sale of oil and gas well equipment and supplies

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
600,000	A Common	\$10.00
900,000	B Common	\$10.00

(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
527,136	A Common	\$10.00
358,645	B Common	\$10.00

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 November 24, 19 81

MID-CONTINENT SUPPLY CO.

By

W. E. Strittmatter

Its Vice President-Finance

and

V. L. Rich

Its \_\_\_\_\_ Secretary

STATE OF TEXAS )

COUNTY OF TARRANT ) ss:

I, Rita L. Skipworth, a notary public, do hereby certify that on this 24th day of November, 19 81, personally appeared before me W. E. Strittmatter, who being by me first duly sworn, declared that he is the Vice President-Finance of MID-CONTINENT SUPPLY CO.

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

Rita L. Skipworth

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.

<u>NAME</u>	<u>OFFICE</u>
Kenneth Davis, Jr.	Chairman of Board and Chief Executive Officer
T. C. Davis	Vice Chairman of Board
W. C. Walker	President
O. G. Garner	Vice President
M. L. Hancock	Vice President
J. W. Davis	Vice President
R. D. Christopherson	Vice President
C. W. Crabtree	Vice President
G. W. Williams	Vice President
W. D. Poteet	Vice President
W. E. Strittmatter	Vice President-Finance
V. L. Rich	Secretary
R. L. Skipworth	Assistant Secretary
Kay Davis	Assistant Secretary- Assistant Treasurer
W. B. Hague	Treasurer
Kenneth Davis, Jr.	Director
T. C. Davis	Director
W. E. Strittmatter	Director
W. C. Walker	Director

ALL OF THE ABOVE ARE AT THE ADDRESS OF:

Kendavis Industries International Building  
Fort Worth, Texas 76102



RECEIVED  
'81 DEC 4 PM 12:18

SECRETARY OF  
STATE

# The State of Texas

## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

### MID-CONTINENT SUPPLY CO.

Articles of Incorporation	April 10, 1967
Merger	April 20, 1967
Cancellation of Treasury Shares	January 3, 1977
Change of Registered Agent	March 8, 1978
Cancellation of Treasury Shares	August 28, 1980

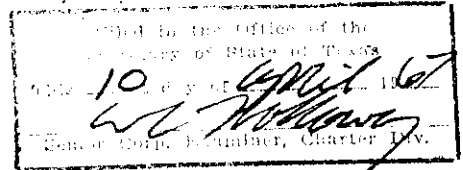
IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

23rd day of November....., A. D. 19 81...

*David G. Dean*

Secretary of State

jk



ARTICLES OF INCORPORATION  
OF  
MID-CONTINENT SUPPLY CO. OF TEXAS

We, the undersigned natural persons over the age of twenty-one (21) years, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

1.

The name of the corporation is MID-CONTINENT SUPPLY CO.  
OF TEXAS.

2.

The period of its duration is perpetual.

3.

The purposes for which the corporation is organized are:

(a) To buy, sell, exchange, manufacture, produce or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, transfer and otherwise trade and deal in and with machinery, equipment, appliances, drilling rigs, barges, apparatus, tools and supplies used for or in connection with drilling, pumping, maintaining and operating oil and gas wells and other wells and mineral deposits; and to buy, sell, rent and lease machinery, equipment and

supplies used in the pipeline supply and industrial supply businesses, as well as to buy, sell, rent and lease goods, wares and merchandise and personal property of any kind or description at wholesale or retail.

(b) To explore for, drill and prospect for, develop and produce oil, gas and other hydrocarbons and other minerals, and to treat, use, refine and market the same, including by-products thereof; to buy, sell, store and transport the same; and generally to engage in and carry on the petroleum business and the various branches thereof.

(c) 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.

(d) To build, construct, buy, lease, hire, contract for, invest in, and otherwise acquire, and to own, hold, maintain, equip, operate, manage, mortgage and deal in and with, and to sell, lease, exchange and otherwise dispose of buildings, factories, plants, machinery, equipment, appliances, warehouses, refineries and storage facilities, and automotive, aircraft or other vehicles, in connection with any business of the corporation, to the extent that the same is or may be authorized by the laws of Texas, or by the laws of any jurisdiction wherein such property is located; subject, however, to Part Four, Texas Miscellaneous Corporation Act, and the appropriate articles thereof.

(e) 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 of the State of Texas or the jurisdiction wherein this corporation is doing business; and provided, further, that the enumeration of specific powers shall not limit or restrict in any manner the general power of the corporation under the laws of the State of Texas.

4.

The aggregate number of shares which the corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock, each of the par value of Ten Dollars (\$10), and consisting of Six Hundred Thousand (600,000) shares of Class A common stock and Nine Hundred Thousand (900,000) shares of Class B common stock. Class A and Class B common stock shall be equal in all respects except as to voting rights, and all voting rights shall be vested exclusively in the Class A common stock, except where voting rights are granted to the holders of Class B shares as a class by specific provision of the Texas Business Corporation Act.

5.

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money, labor done, or property actually received.

6.

The post office address of the initial registered office of the corporation is Mid-Continent Building, Fort Worth, Texas, and the name of its initial registered agent at such address is W. S. Davis.

7.

The number of directors constituting the initial board of directors



is nine (9), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

K. W. Davis	Mid-Continent Building	Fort Worth, Texas
Kenneth Davis, Jr.	P. O. Box 4567	Tulsa, Oklahoma
T. C. Davis	Mid-Continent Building	Fort Worth, Texas
W. S. Davis	Mid-Continent Building	Fort Worth, Texas
W. E. Strittmatter	Mid-Continent Building	Fort Worth, Texas
Carlisle Cravens	1800 First National Bldg.	Fort Worth, Texas
R. K. Hanger	1800 First National Bldg.	Fort Worth, Texas
R. C. Tucker	P. O. Box 1659	Midland, Texas
T. N. Shults	Mid-Continent Building	Fort Worth, Texas

8.

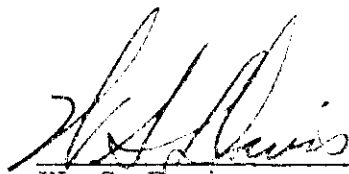
The names and addresses of the incorporators are:

W. S. Davis	Mid-Continent Building	Fort Worth, Texas
W. E. Strittmatter	Mid-Continent Building	Fort Worth, Texas
Whitfield J. Collins	1800 First National Bldg.	Fort Worth, Texas

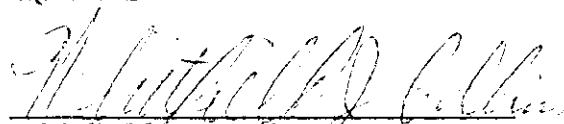
9.

No stockholder shall have any pre-emptive or preferential right to purchase any unissued or treasury shares of the corporation. No stockholder shall have the right to cumulate votes in the election of directors or for any other purpose.

IN WITNESS WHEREOF, we affix our signatures this 5<sup>th</sup> day of April, 1967.

  
W. S. Davis

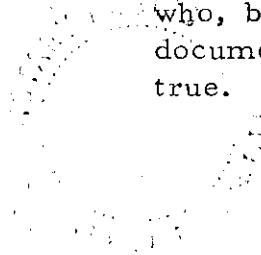
  
W. E. Strittmatter

  
Whitfield J. Collins

THE STATE OF TEXAS §

COUNTY OF TARRANT §

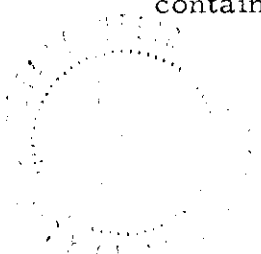
BEFORE ME, the undersigned notary public, on this 5 day of April, 1967, personally appeared W. S. DAVIS and W. E. STRITTMATTER, who, being by me first duly sworn, stated that they have signed the foregoing document as incorporators and that all the statements therein contained are true.

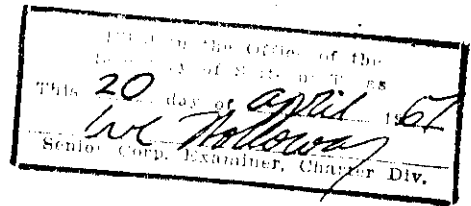
  
Virginia L. Rich  
Notary Public, Tarrant County,  
Texas

THE STATE OF TEXAS §

COUNTY OF TARRANT §

BEFORE ME, the undersigned notary public, on this 6<sup>th</sup> day of April, 1967, personally appeared WHITFIELD J. COLLINS, who, being by me first duly sworn, stated that he has signed the foregoing document as one of the incorporators and that all the statements therein contained are true.

  
Linda Evans  
Notary Public, Tarrant County,  
Texas



ARTICLES OF MERGER  
OF  
MID-CONTINENT SUPPLY CO.  
INTO  
MID-CONTINENT SUPPLY CO. OF TEXAS

Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging Mid-Continent Supply Co., a Delaware corporation, into Mid-Continent Supply Co. of Texas, a Texas corporation.

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are: Mid-Continent Supply Co., Delaware; and Mid-Continent Supply Co. of Texas, Texas.

2. The laws of the state under which such foreign corporation is organized permit such merger.

3. The name of the surviving corporation is Mid-Continent Supply Co. of Texas, a Texas corporation. Article One of its Articles of Incorporation shall be amended to read as follows: "The name of

the corporation is Mid-Continent Supply Co."

4. There is attached hereto as Exhibit A a copy of the Plan of Merger filed in the State of Delaware.

5. The Plan of Merger attached hereto as Exhibit A was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized.

6. As to each of the corporations, the number of shares outstanding are as follows, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan are as follows:

Mid-Continent Supply Co. Class A	580,056
Mid-Continent Supply Co. Class B	593,647
Mid-Continent Supply Co. of Texas Class A	100
Mid-Continent Supply Co. of Texas Class B	none

7. As to each of the undersigned corporations, the total number of shares of each class voted for and against such plan, respectively, are as follows:

	<u>For</u>	<u>Against</u>
Mid-Continent Supply Co. Class A	576,346	-0-
Mid-Continent Supply Co. Class B	583,580	-0-
Mid-Continent Supply Co. of Texas Class A	100	-0-
Mid-Continent Supply Co. of Texas Class B	-0-	-0-

WITNESS THE EXECUTION of these Articles of Merger on this  
17th day of April, 1967, to be effective April 20, 1967.

ATTEST:

[Signature]  
Asst. Secretary

ATTEST:

[Signature]  
Asst. Secretary

MID-CONTINENT SUPPLY CO.

By: [Signature]  
( Vice President

MID-CONTINENT SUPPLY CO.  
OF TEXAS

By: [Signature]  
( Vice President

THE STATE OF TEXAS §

COUNTY OF TARRANT §

BEFORE ME, the undersigned authority, on this day personally  
appeared W. E. Strittmatter, who, being by me first duly sworn, declared  
that he is Vice President of Mid-Continent Supply Co. and Mid-Continent  
Supply Co. of Texas, that he signed the foregoing document as Vice President  
of each of such corporations, and that the statements therein contained  
are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 17 day  
of April, 1967.

[Signature]  
Notary Public, Tarrant County,  
Texas

PLAN OF MERGER  
OF  
MID-CONTINENT SUPPLY CO.  
INTO  
MID-CONTINENT SUPPLY CO. OF TEXAS

1. Mid-Continent Supply Co., a Delaware corporation, shall be merged into Mid-Continent Supply Co. of Texas, a Texas corporation, with Mid-Continent Supply Co. of Texas as the surviving corporation, and Mid-Continent Supply Co. shall pass out of existence.
2. As of March 31, 1967, the authorized capital stock of Mid-Continent Supply Co., a Delaware corporation, is 600,000 shares of Class A common voting stock of the par value of \$10 each, and 900,000 shares of Class B common voting stock of the par value of \$10 each. The number of issued shares of Class A stock is 587,390, and the number of issued shares of Class B stock is 882,962. The number of outstanding shares, exclusive of treasury shares, is 580,056 shares of Class A stock and 593,647 shares of Class B stock.

The authorized capital stock of Mid-Continent Supply Co. of Texas, a Texas corporation, is 600,000 shares of Class A common voting stock of the par value of \$10 each, and 900,000 shares of Class B common voting stock of the par value of \$10 each. The number of issued and outstanding

shares is 100 shares of Class A stock. The merger will be carried out by a redemption and cancellation of all the issued and outstanding shares of Mid-Continent Supply Co. and the issuance to the Mid-Continent Supply Co. shareholders of the same number of shares of Mid-Continent Supply Co. of Texas as the shareholders of Mid-Continent Supply Co. formerly held. The authorized capital of the surviving corporation shall remain unchanged. The stated capital of the surviving corporation will be changed from \$1,000 to \$11,737,030, subject to adjustment for any change in the outstanding stock of Mid-Continent Supply Co. between April 10, 1967, and the effective date of the merger

3. The Articles of Incorporation of the surviving corporation, Mid-Continent Supply Co. of Texas, shall be amended to change the name of the corporation from Mid-Continent Supply Co. of Texas to Mid-Continent Supply Co. The Bylaws of Mid-Continent Supply Co. of Texas will continue to be the Bylaws of the surviving corporation.

CONSENT TO USE OF CORPORATE NAME

Mid-Continent Supply Co., a Delaware corporation authorized to do business in the State of Texas, through its representatives whose signatures appear below, does consent to the use of the corporate name "MID-CONTINENT SUPPLY CO. OF TEXAS" by a corporation to be formed whose Articles of Incorporation are filed contemporaneously herewith.

MID-CONTINENT SUPPLY CO.

ATTEST:

R. L. Coates  
Assistant Secretary

By: W. E. Strittmatter  
W. E. Strittmatter  
Vice President



JAN 03 1977

STATEMENT OF  
CANCELLATION OF TREASURY SHARES

Loma Salzman  
Deputy Director, Corporation Division

To the Secretary of State of the State of Texas:

Pursuant to the provisions of Article 4.11 of the Texas Business Corporation Act, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased:

1. The name of the corporation is MID-CONTINENT SUPPLY CO.
2. A resolution was duly adopted by the board of directors on December 30, 1976 authorizing the cancellation of 366,208 treasury shares, itemized as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A Common Stock	191,206
Class B Common Stock	175,002

The amount of stated capital represented by the shares to be cancelled is Three Million Six Hundred Sixty-Two Thousand Eighty Dollars (\$3,662,080).

3. The aggregate number of issued shares, itemized by classes and series and par value, if any, after giving effect to such cancellation is 827,413.

<u>Class</u>	<u>Par Value</u>	<u>Number of Shares</u>
Class A Common Stock	\$10.00	408,768
Class B Common Stock	\$10.00	418,645

4. The amount of the stated capital of the corporation, after giving effect to such cancellation is \$8,274,130.

DATED: December 30, 1976.

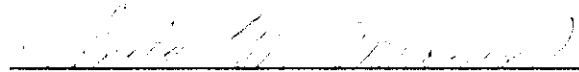
MID-CONTINENT SUPPLY CO.

By W. E. Stuttmatter  
Its Vice President-Finance  
And James R. Adams  
Its Secretary

THE STATE OF TEXAS       §

COUNTY OF TARRANT       §

I, the undersigned notary public, do hereby certify that on this 30th day of December, 1976, personally appeared before me W. E. STRITTMATTER, who, being by me first duly sworn, declared that he is the Vice President-Finance of MID-CONTINENT SUPPLY CO., that he signed the foregoing document as Vice President-Finance of the corporation, and that the statements therein contained are true.



Notary Public, Tarrant County, Texas

My commission expires June 1, 1977

Filed in the Office of the Secretary of State of Texas	
File	day of 19
MAR 8 1978	
<i>[Signature]</i>	
By	Administrative Assis.

STATEMENT OF CHANGE OF  
THE REGISTERED AGENT OF  
MID-CONTINENT SUPPLY CO.

1. The name of the corporation is Mid-Continent Supply Co.
2. The address of the registered office of the corporation is Mid-Continent Bldg., Fort Worth, Texas.
3. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is W. S. Davis.
4. The name of its new registered agent is W. E. Strittmatter.
5. Such change was authorized by its board of directors.

MID-CONTINENT SUPPLY CO.

By *W. E. Strittmatter*  
Vice President-Finance

Sworn to the 3rd day of March, 1978.

*Lita G. Skidmore*  
Notary Public in and for  
Tarrant County, Texas

STATEMENT OF  
CANCELLATION OF TREASURY SHARES

FILED  
In the Office of the  
Secretary of State of Texas

AUG 28 1980

To the Secretary of State of Texas:

CLERK OF THE  
Corporation Division

Pursuant to the provisions of Article 4.11 of the Texas Business Corporation Act, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased:

1. The name of the corporation is MID-CONTINENT SUPPLY CO.
2. A resolution was duly adopted by the board of directors on August 26, 1980 authorizing the cancellation of 60,000 Class B treasury shares, being common stock.

The amount of stated capital represented by the shares to be cancelled is Six Hundred Thousand Dollars (\$600,000).

3. The aggregate number of issued shares, itemized by classes and series and par value, if any, after giving effect to such cancellation is 885,781.

<u>Class</u>	<u>Par Value</u>	<u>No. of Shares</u>
Common, Class A	\$10.00	527,136
Common, Class B	10.00	358,645
		<u>885,781</u>

4. The amount of the stated capital of the corporation, after giving effect to such cancellation, is \$8,857,810.

DATED: August 26, 1980

MID-CONTINENT SUPPLY CO.


By *M. L. Harrell*  
Vice President-Finance

And *J. B. Harrell*  
Assistant Secretary

THE STATE OF TEXAS           §

COUNTY OF TARRANT           §

I, the undersigned authority, do hereby certify that on this 26th day of August 1980 personally appeared before me W. E. STRITTMATTER, who, being by me first duly sworn, declared that he is Vice President-Finance of MID-CONTINENT SUPPLY CO., that he signed the foregoing document as Vice President-Finance of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public, Tarrant County, Texas  
My commission expires: