

# State of Idaho

## Department of State.

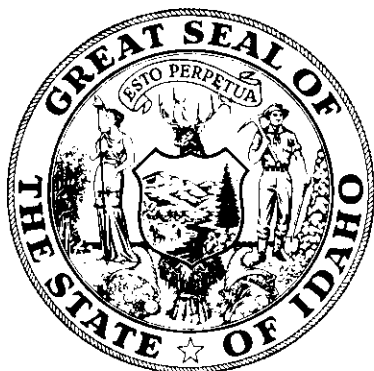
### CERTIFICATE OF AUTHORITY OF

**WORLDWIDE RENTAL COMPANY**

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

Dated **November 15, 1983**



*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 Worldwide Rental Company applies for a Certificate of Authority to transact business in your State, and Worldwide Rental Company submits the following statement:

1. The name of the corporation is Worldwide Rental Company

2. \*The name which it shall use in Idaho is Worldwide Rental Company

3. It is incorporated under the laws of the State of Texas

4. The date of its incorporation is September 23, 1983 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 1021 Niels Esperson Building, Houston, Texas 77002

6. The address to which correspondence should be addressed, if different from that in item 5 \_\_\_\_\_

7. The street address of its proposed registered office in Idaho is 529 Jefferson St., Montpelier, Idaho 83254, and the name of its proposed registered agent in Idaho at that address is Elvis E. Cater, Jr.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Rental of Oilfield Equipment.

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

Name	Office	Address
<u>W.C. DeArman</u>	<u>President</u>	<u>1021 Niels Esperson Bldg., Houston, TX. 77002</u>
<u>James W. Kinsey</u>	<u>Vice President</u>	<u>312 5th St., Evanston, Wy. 82930</u>
<u>Elvis E. Cater, Jr.</u>	<u>Vice President</u>	<u>529 Jefferson St., Montpelier, ID. 83254</u>
<u>Charles D. Fitch</u>	<u>Secretary/Treasurer</u>	<u>1021 Niels Esperson Bldg., Houston, Tx. 77002</u>

10. 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>1,000,000</u>	<u>Common</u>	<u>No Par Value</u>

(continued on reverse)

11. 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
1,000	Common	No Par Value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. 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                     , 19 83

WORLDWIDE RENTAL COMPANY

By                     

Its Vice President

and                     

Charles D. Fitch

Its                      Secretary

STATE OF Idaho )  
COUNTY OF Ada ) ss:

I, Walter R. Hainsworth, a notary public, do hereby certify that on this 25 day of October, 19 83, personally appeared before me Charles D. Fitch, who being by me first duly sworn, declared that he is the Secretary of Worldwide Rental Company, that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Walter R. Hainsworth  
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.



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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:

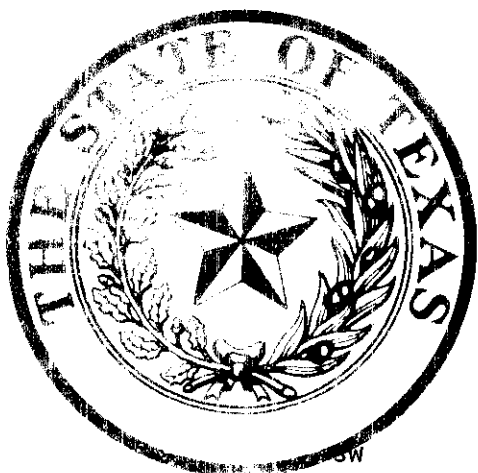
WORLDWIDE RENTAL COMPANY

ARTICLES OF INCORPORATION

SEPTEMBER 23, 1983

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

.....28th day of .....OCTOBER..... A. D. 19 83.



*John W. Fairley*  
Secretary of State

SEP 23 1983

ARTICLES OF INCORPORATION  
OF  
WORLDWIDE RENTAL COMPANY

SEP 15 AM 9 Clerk F  
Corporations Section

The undersigned natural person of the age of eighteen years or more, acting as the sole incorporator of a Corporation under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of the Corporation is Worldwide Rental Company.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the Corporation is organized are:  
To transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act and to lease, purchase, sell and subdivide real estate within towns, cities and villages, and their suburbs, as permitted by Article 4.05 of the Texas Miscellaneous Corporation Laws Act.

ARTICLE IV.

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares, no par value. All such shares shall be of one class and shall be designated as Common Stock.

The Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of its unrestricted capital surplus and unrestricted reduction surplus available therefor.

ARTICLE V.

Cumulative Voting Prohibited

Cumulative voting by shareholders of the Corporation at any election for directors is expressly prohibited. The shareholders entitled to vote for Directors in such elections shall be entitled to cast one vote per directorship for each share held and no more.

ARTICLE VI.

Preemptive Rights

Each shareholder of stock of the Corporation shall have such preemptive rights as are authorized by the Texas Business Corporation Act.

ARTICLE VII.

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money paid, labor done, or property actually received.

ARTICLE VIII.

The address of its initial registered office is 3300 Two Houston Center, Houston, Texas, 77010, and the name of its initial registered agent at such address is David L. Griffis.

ARTICLE IX.

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the director of the Corporation until the first annual meeting of the shareholders or until his successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
David L. Griffis	3300 Two Houston Center Houston, Texas 77010

ARTICLE X.

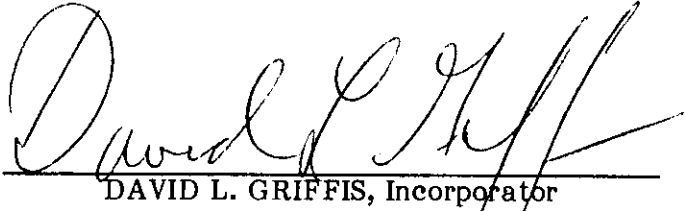
The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David L. Griffis	3300 Two Houston Center Houston, Texas 77010

ARTICLE XI.

Except as may be provided in the By-Laws of the Corporation, the power to alter, amend or repeal the By-Laws or to adopt new By-Laws of this Corporation shall be vested in the Board of Directors of the Corporation; provided, however, that the By-Laws made by the Board of Directors and the power so conferred may be repealed or changed by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has set his hand this 22<sup>nd</sup> day of September, 1983.

  
\_\_\_\_\_  
DAVID L. GRIFFIS, Incorporator

THE STATE OF TEXAS   §  
                                  §  
COUNTY OF HARRIS   §

I, a Notary Public, do hereby certify that on this 22<sup>nd</sup> day of September, 1983, personally appeared David L. Griffis, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.

Beverly McKinney

Notary Public, State of Texas

My commission expires: \_\_\_\_\_

BEVERLY MCKINNEY  
Notary Public, State of Texas  
My Commission Expires November 3, 1985