

State of Idaho

Department of State.

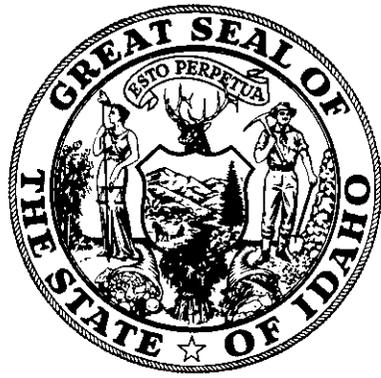
CERTIFICATE OF INCORPORATION OF

WATCHMAN EXPLORATION COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 11, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
WATCHMAN EXPLORATION COMPANY, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Watchman Exploration Company, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which this corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. The corporation is authorized to issue two classes of shares of stock designated as "common" and "preferred." The total number of shares that may be issued is 2,500,000 shares without par value, 2,000,000 to be common shares and 500,000 to be preferred shares. All or any part of the shares of the common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders. When such consideration has been received by the corporation, such shares shall be deemed to be fully paid.

The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of the preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation a fixed yearly dividend of ten cents (\$0.10) per share before any other dividends shall be set apart or paid. This preferred dividend may be payable in one sum or in installments, whether quarterly, semi-annually or annually. Should the surplus or net profits arising from the business of the corporation prior to any dividend day be insufficient to pay this preferred dividend, such dividends shall be paid from future profits. No other dividends shall be paid until the full amount of ten cents (\$0.10) per share per year up to that time on all of the issued and outstanding preferred stock shall have been paid or set apart.

(b) If the dividends on the preferred stock have been paid or set apart in accord with subparagraph (a) above, any additional dividends declared or to be paid from the surplus or net profits arising from the business of the corporation during the year shall be at the same rate per share on the preferred stock as on the common stock.

(c) In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid one dollar (\$1.00) per share and the unpaid dividends accrued thereon before any amount shall be paid to holder of the common stock. After the payment to the holders of the preferred stock at the rate of one dollar (\$1.00) per share, and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock pro rata according to their respective shares.

(d) Only the holders of common stock shall be entitled to the right to vote in any matters concerning the corporation. Holders of preferred stock shall not have any voting rights.

5. No shareholder shall have the right or power to sell his common shares without first offering them to the corporation at a price equal to the bona fide offer price received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the purchaser, the date of the offer, price and all other terms and conditions. This notice of proposed sale shall constitute an offer by the selling shareholder to sell his interest in the common shares involved to the corporation. The corporation shall have the exclusive option, which must be exercised within 30 days, to purchase from the selling shareholder his interest in the common shares involved at the same price and upon the same terms and conditions listed in the notice of proposed sale delivered to the corporation.

Should the corporation exercise its option to purchase within the time allowed, it shall make payment to the selling shareholder within 120 days of the date the option was exercised, unless the terms and conditions of the offer provide otherwise. If the corporation does not exercise its option to purchase within the time allowed, the selling shareholder must sell to the party who made the bona fide offer within 60 days of the expiration date of the corporation's option period. The selling shareholder may sell to no one other than the named person who made the bona fide offer, and may not change any terms or conditions of said offer. The failure of the selling shareholder to sell within this period of time shall terminate his right to sell the shares involved without first again offering them to the corporation as per the procedure established in the preceding paragraph.

Any attempted sale of common shares that are not in compliance with the procedures set forth herein shall be void and of no effect. The corporation shall be an interested party expressly empowered to enforce a cancellation or nullification of such attempted sale. A selling shareholder shall not participate in the decision by the corporation to exercise its option to purchase the common shares involved in the notice of proposed sale, and the number of common shares owned by the selling shareholder

Articles of Incorporation for Watchman Exploration Company, Inc.
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shall be excluded in determining the number of votes necessary for the approval of such decision.

6. At each election for directors every shareholder entitled to vote at such election shall only have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. No shareholder shall have a right to cumulate his votes for the election of directors.

7. Sixty percent (60%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

8. The address of the corporation's initial registered office is 830 Briarwood, Nampa, Idaho 83651, and is situated in the County of Canyon.

9. The name of the corporation's initial registered agent at such registered office is Glenn E. Guille, Jr.

10. The number of directors constituting the initial board of directors shall be two (2), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

Ken West	830 Briarwood Nampa, Idaho 83651
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Glenn E. Guille, Jr.	830 Briarwood Nampa, Idaho 83651
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11. The name and address of each incorporator is:

Ken West	830 Briarwood Nampa, Idaho 83651
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Glenn E. Guille, Jr.	830 Briarwood Nampa, Idaho 83651
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Dated this 11th day of March, 1985.

Ken West
KEN WEST, Incorporator

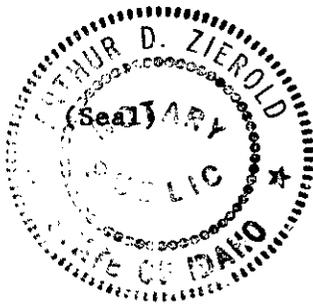
Glenn E. Guille, Jr.
GLENN E. GUILLE, Jr., Incorporator

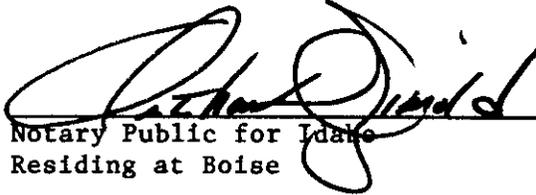
ACKNOWLEDGMENTS

State of Idaho)
County of Ada)

On this date, MAR 11 1985, before me, a Notary Public, personally appeared KEN WEST and GLENN E. GUILLE,^{SR} known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last written above.




Notary Public for Idaho
Residing at Boise

My Commission Expires On 29 July 1987