

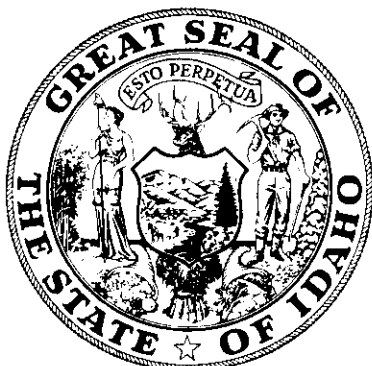
CERTIFICATE OF AUTHORITY
OF

THE NYVATEX OIL CORPORATION

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

Dated March 5, 19 82



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 The Nyvatex Oil Corporation
3021 Sixth Avenue No., Box 1835, Billings, Montana 59103
2. *The name which it shall use in Idaho is The Nyvatex Oil Corporation
3. It is incorporated under the laws of Texas
4. The date of its incorporation is 1957 and the period of its duration is Eternal
5. The address of its principal office in the state or country under the laws of which it is incorporated is
% Prentice Hall Corporation System, Inc.
Littlefield Building, Austin, Texas 78701
6. The street address of its proposed registered office in Idaho is One Capitol Center,
999 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is Prentice Hall Corporation Systems, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Oil & Gas Leasing
Oil & Gas Exploration
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
John C. Ledbetter	President	P. O. Box 1835 Billings, Montana 59103
Calvert D. Crary	Director	% Bear Stearns, 55 Water Street New York, New York 10041
Patricia Holler	Asst. Vice Pres. & Asst. Secretary	P. O. Box 1835 Billings, Montana 59102
Paul G. Himmelright	Director	P. O. Box 3668 Incline Village, Nevada 89450

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>6,000,000</u>	<u>COMMON</u>	<u>\$.01 Par Value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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>5,468,400</u>	<u>COMMON</u>	<u>\$.01 Par Value</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 February 22nd, 19 82.

The Nyvatex Oil Corporation

By

John C. Ledbetter

Its

President

and

Patricia Holler

Its

Asst.

Secretary

STATE OF Montana)

)ss:

COUNTY OF Yellowstone)

I, PAMELA ROTH, a notary public, do hereby certify that on this 22nd day of February, 19 82, personally appeared before me John C. Ledbetter, who being by me first duly sworn, declared that he is the President of The Nyvatex Oil Corporation.

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

Pamela Roth
Notary Public

MY COMMISSION EXPIRES 7/20/84

*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.



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:

THE NYVATEX OIL CORPORATION

ARTICLES OF INCORPORATION	JULY 16, 1956
ARTICLES OF AMENDMENT	FEBRUARY 20, 1957
FORFEITURE	MAY 21, 1964
JUDGEMENT AND ORDER OF REINSTATEMENT	JANUARY 14, 1966
STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH	OCTOBER 8, 1968
ARTICLES OF AMENDMENT	MARCH 26, 1973

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

24 day of February A. D. 1982

David G. Nease

vbs

Secretary of State



ARTICLES OF INCORPORATION OF THE

NYVATEX OIL CORPORATION

Approved & filed in the office
of the Secretary of State
JUL 12 1957
E. J. Campbell
Chief Charter Division

THE STATE OF TEXAS

COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of 21 years or more, at least two 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 corporation for such corporation:

ARTICLE ONE

The name of the corporation is THE NYVATEX OIL CORPORATION.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are to prospect for, acquire by lease, or otherwise, own and sell oil, gas and mineral interests, develop the same, produce, refine, sell and otherwise dispose of oil, gas and other minerals and such mineral interests in the State of Texas or other states.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED THOUSAND (500,000) shares of the par value of one cent (1¢) per share. One Hundred Twelve Thousand Five Hundred (112,500) of such shares shall be of a restricted class which may not be sold, assigned, transferred or traded other than to The Nyvatex Oil Corporation for a period of Twelve (12) months from the date of incorporation and may only be sold to the corporation at par value. Share holders of the corporation shall not have preemptive rights to acquire additional or treasury shares of the corporation.

ARTICLE FIVE

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, labor done or property actually received which sum is at least equal to ten per cent (10%) of the total capitalization of said corporation and not less than One Thousand Dollars (\$1,000.00).

ARTICLE SIX

The post office address of its initial registered office is Esperson Building, Houston 2, Texas, and the name of its initial registered agent at such address is Mr. Bassett S. Winmill.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the share holders, or until their successors are elected and qualified are:

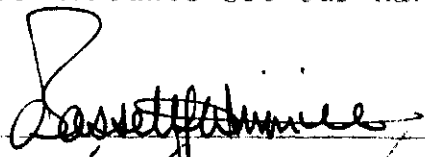
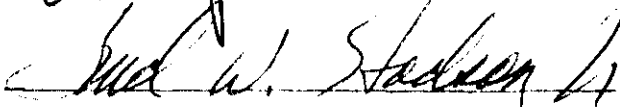
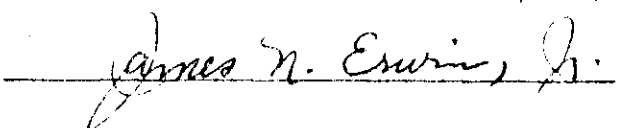
William J. Butler, Jr., - Chairman	New York, New York
James N. Erwin, Jr.	Houston, Texas
Bassett S. Winmill	Houston, Texas

ARTICLE EIGHT

The names and addresses of the incorporators are:

Fred W. Hodson, Jr.	Houston, Texas
James N. Erwin, Jr.	Houston, Texas
Bassett S. Winmill	Houston, Texas

IN WITNESS WHEREOF we have hereunto set our hands
this 3rd day of July, 1956.

THE STATE OF TEXAS

COUNTY OF HARRIS

I, Ruth P. Schaub, a notary public do hereby certify that on this 14th day of July, 1956, personally appeared before me FRED W. HODSON, JR., JAMES N. ERWIN, JR. and BASSETT S. WINMILL, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

Ruth P. Schaub
Notary Public in and for
Harris County, Texas

RUTH P. SCHAUB
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1957.

10-3

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
THE NYVATEX OIL CORPORATION

Approved & filed in the office
of the Secretary of State
This 20th day of July 1957
J. P. Smith, Jr.
Deputy Asst Secy of State

THE STATE OF TEXAS
COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1.

The name of the corporation is THE NYVATEX OIL CORPORATION.

ARTICLE 2.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 22, 1957:

The number of shares of capital stock of a par value of 1¢ which the corporation shall have authority to issue shall be increased from 500,000 shares having a par value of 1¢ of which 112,500 shares are restricted as provided in the original Articles of Incorporation, to 2,000,000 shares having a par value of 1¢ of which 112,500 shares shall be restricted in the manner provided in the original Articles of Incorporation.

The amendment alters or changes Article 4 of the original Articles of Incorporation and Article 4 is hereby amended to read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is 2,000,000 shares of the par value of 1¢ per share. 112,500 of such shares shall be of a restricted class which may not be sold, assigned, transferred or traded other than to The Nyvatex Oil Corporation, for a period of 12 months from the date of

40

incorporation and may only be sold to the corporation at par value. Shareholders of the corporation shall not have preemptive rights to acquire additional or treasury shares of the corporation."

ARTICLE 3.

The number of shares of the corporation outstanding at the time of such adoption was 107,500; and the number of shares entitled to vote thereon was 107,500.

ARTICLE 4.

The number of shares voted for such amendment was 90,000; and the number of shares voted against such amendment was 0.

Dated this 19 day of February, 1957.

THE MYVATEX OIL CORPORATION

By:

Bassett S. Winmill
Bassett S. Winmill, President

and

Jerome N. Bryan
Jerome N. Bryan, Secretary

THE STATE OF TEXAS
COUNTY OF HARRIS

I, Fred W. Hodson, Jr., a Notary Public, do hereby certify that on this the 19 day of February, 1957, personally appeared before me Bassett S. Winmill who declared that he is the President of the corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing statement in the capacity therein set forth and declared that the statements therein contained are true.

In witness whereof, I have hereunto set my Hand and Seal the day and year above written.

Fred W. Hodson, Jr.
Fred W. Hodson, Jr., Notary Public
in and for Harris County, Texas.

My commission expires
June 1, 1957

DEPARTMENT OF STATE

AUSTIN, TEXAS

Came on to be considered this day by the Secretary of State
forfeiture of the charter of The Nyvatex Oil Corporation
Charter No. 134127, Ledger No. 38023
a corporation organized under the laws of the State of Texas,
and the Secretary of State hereby determines and finds the
following facts:

1. That said Corporation's right to do business in this
State was previously forfeited on July 2,
1958 :
2. That the Comptroller of Public Accounts has duly
certified to this office that said corporation has
no assets from which a judgment for the franchise
taxes, penalties and court costs may be satisfied:
3. That the Comptroller of Public Accounts has further
certified that the said corporation has failed and
refused to revive its right to do business prior to
the first day of January next succeeding the date
of forfeiture of its right to do business and provided
by law:
- 4 That the above determination and findings of fact
have been approved by the Attorney General of Texas.

IT IS THEREFORE ORDERED that the charter of the above named
Corporation be and the same is hereby forfeited without judicial
ascertainment and made null and void, and that the proper entry
be made upon the permanent files and records of such corporation
to show such forfeiture as of the date hereof.

WITNESS MY HAND AND OFFICIAL SEAL, this the 21 day
of May, 1964.

Charles C. Martin
Secretary of State

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, O. T. MARTIN, JR., Clerk of the District Courts, within and for the State and County aforesaid, do hereby certify that the within and foregoing is a true and correct copy of

JUDGMENT AND ORDER OF REINSTATEMENT

in Cause No. 148,302, wherein

The Nyvætex Oil Corporation

and

is Plaintiff

Crawford C. Martin, Secretary of State of Texas, et al

as the same appears on file and of record in this office.

is Defendant

Given under my hand and seal of office at Austin, Texas, this the
14th day of January, 1966

O. T. MARTIN, JR.
Clerk, District Courts, Travis County, Texas

By

Richard Eller

Deputy

NO. 148,302

THE NYVATEX OIL CORPORATION

VS.

CRAWFORD C. MARTIN, SECRETARY
OF STATE OF TEXAS, ET AL.

IN THE DISTRICT COURT OF
TRAVIS COUNTY, TEXAS,

126th JUDICIAL DISTRICT

JUDGMENT AND ORDER OF REINSTATEMENT

On this date, came on to be heard in the above entitled and numbered cause the Bill of Review heretofore filed by The Nyvatex Oil Corporation, a Texas corporation, through Bassett S. Winnill, a director of said corporation at the time of the forfeiture of its right to do business or its charter, by which said Bill of Review said corporation has prayed for the setting aside of the entry of an order of forfeiture of its charter by the Secretary of State of Texas, heretofore entered on the 21st day of May, 1964, under and in accordance with the provisions of Article 12.17, Chapter 12, Taxation-General, Title 122A, Vernon's Annotated Texas Statutes, by which entry the Secretary of State forfeited the charter of said corporation because of its failure to effect compliance with the Texas franchise tax statutes, it having been first determined by the Comptroller of Public Accounts of the State of Texas that such corporation had no assets from which a judgment for the franchise taxes, penalties and court costs might have been satisfied, such determination having been approved by the Attorney General of Texas; and The Nyvatex Oil Corporation, acting by and through its attorney, John C. Foshee, having presented its Bill of Review to the Court, and the State of Texas, after due service of process upon it, appeared by its Attorney General, Waggoner Carr, and presented its answer to said Bill of Review; and

It appearing to the Court from the pleadings and the evidence that the said corporation is entitled to the relief prayed for, and that it has fully paid the State of Texas the sums of money

due and owing by it, including interest, costs and fees, it is therefore

ORDERED, ADJUDGED and DECREED by the Court that the forfeiture of the Charter of said The Nyvatex Oil Corporation by entry upon said records of the Secretary of State the words "Charter Forfeited," on the 21st day of May, 1964, be and the same is hereby set aside, vacated and held for naught, and further that the Charter of said The Nyvatex Oil Corporation be and it is hereby reinstated and revived and judged to be in all respects valid and fully effective; and further that said corporation be, and it is hereby vested with all the rights and powers conferred on it by the original issuance of said Charter.

It is further ORDERED, ADJUDGED and DECREED that the costs of this proceeding be and the same are hereby adjudged against said corporation, for which let execution issue.

Done, signed, and ordered entered of record, this the 14th day of Jan., 1966.

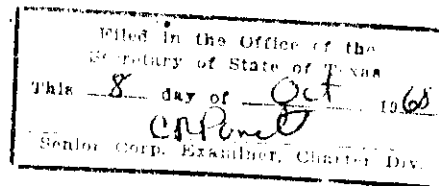
151 Jack Roberts
Judge Presiding

APPROVED:

John S. Davis
Assistant Attorney General
Attorney for the State of Texas

John R. Fisher
Attorney for The Nyvatex Oil
Corporation

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH,
OF



THE NYVATEX OIL CORPORATION

To the Secretary of State
of the State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

1. The name of the corporation is THE NYVATEX OIL CORPORATION
- * 2. The post office address of its present registered office is Esperson Building, Houston, Texas
- * 3. The post office address to which its registered office is to be changed is Littlefield Building, Austin, Texas 78701
4. The name of its present registered agent is Bassett S. Winmill
5. The name of its successor registered agent is The Prentice-Hall Corporation System, Inc.
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated October 3, 1968

THE NYVATEX OIL CORPORATION
By [Signature]
Its [Signature] - President
and [Signature]
Its [Signature] Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK }

I, Eleanor M. Menken, a notary public, do hereby certify that on this 3rd day of October, 1968, personally appeared before me JOHN C. LEDBETTER who being by me first duly sworn, declared that he is the -President of THE NYVATEX OIL CORPORATION, that he signed the foregoing document as -President of the corporation, and that the statements therein contained are true.

[Notarial Seal]

• (Give street or building address, as well as city or town) •

Eleanor M. Menken
Notary Public
ELEANOR M. MENKEN
Notary Public, State of New York
Exp. 12/30/71
Qualified in Suffolk County
Comm. Exp. 3 March 69, 1970

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE NYVATEX OIL CORPORATION

FILED
In the Office of the
Secretary of State of Texas
MAR 26 1973
Bip Rindberg
Deputy Director, Corporation Division

Pursuant to the provisions of Art. 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the corporation is THE NYVATEX OIL CORPORATION.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 20, 1973;

The number of shares of capital stock of a par value of \$.01 which the corporation shall have authority to issue shall be increased from Two Million (2,000,000) shares having a par value of \$.01 as provided in the Amended Articles of Incorporation, to Six Million (6,000,000) shares having a par value of \$.01.

FILED

The amendment alters or changes Article Four of the Amended Articles of Incorporation, and said Article Four is hereby amended to read as follows:

"ARTICLE FOUR.

The aggregate number of shares which the corporation shall have authority to issue is Six Million (6,000,000) shares of the par value of one (\$.01) cent per share. Shareholders of the corporation shall not have pre-emptive rights to acquire additional or treasury shares of the corporation."

ARTICLE THREE. The number of shares of the corporation outstanding at the time of such adoption was One Million Nine Hundred Seventy-Nine Five Hundred Eighteen (1,979,518),

and the number of shares entitled to vote thereon was
One Million Nine Hundred Seventy-Nine Five Hundred Eighteen
(1,979,518).

ARTICLE FOUR. The number of shares voted for such
amendment was 1,494,806 ;
and the number of shares voted against such amendment was
11,320 .

Dated March 20, 1973.

THE NYVATEX OIL CORPORATION
By: John C. Ledbetter
President

And: William R. Winkler
Secretary

STATE OF TEXAS)
) ss.:
COUNTY OF BEXAR)

I, CHRIS NICHOLS , a Notary
Public, do hereby certify that on this 20th day of March,
1973, personally appeared before me JOHN C. LEDBETTER, who
declared he is president of the corporation executing the
foregoing document, and being first duly sworn, acknowledged
that he signed the foregoing document in the capacity therein
set forth and declared that the statements therein contained
are true.

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

Chris Nichols
Notary Public Within and
For Bexar County, Texas.

My commission expires: 6/73