

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 TATHAM OIL & GAS, INC.
2. *The name which it shall use in Idaho is TATHAM OIL & GAS, INC.
3. It is incorporated under the laws of Texas
4. The date of its incorporation is 11-5-79 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 1200 Milam, Suite 3300, Houston, Texas 77002
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

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

Name	Office	Address
	See Attached	

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
1,000,000	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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</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 September 2, 19 82

TATHAM OIL & GAS, INC.

By Michael L. Reardon
Michael L. Reardon
Its Vice President

and John S. Reiland
John S. Reiland
Its _____ Secretary

STATE OF Texas)
COUNTY OF Harris) ss:

I, Elizabeth D. Smith, a notary public, do hereby certify that on
this 2nd day of September, 19 82, personally appeared before
me Michael L. Reardon, who being by me first duly sworn, declared that he
is the Vice President of TATHAM OIL & GAS, INC.

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

Elizabeth D. Smith
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.

TATHAM OIL & GAS, INC.

NAME	TITLE	ADDRESS
Stephen D. Holstead	Chief Executive Officer	1200 Milam, Ste. 3300 Houston, Texas 77002
Earl E. De Frates	Chief Operating Officer	1200 Milam, Ste. 3300 Houston, Texas 77002
Michael L. Reardon	Vice President	1200 Milam, Ste. 3300 Houston, Texas 77002
Gilbert H. Boyd	Vice President	1200 Milam, Ste. 3300 Houston, Texas 77002
John S. Reiland	Secretary	1200 Milam, Ste. 3300 Houston, Texas 77002
J. Vincent Kendrick	Controller	1200 Milam, Ste. 3300 Houston, Texas 77002

DIRECTORS

NAME	TITLE	ADDRESS
Thomas P. Tatham	Director	1200 Milam, Ste. 3300 Houston, Texas 77002
Ben T. Morris	Director	1200 Milam, Ste. 3300 Houston, Texas 77002



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RECEIVED 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:

TATHAM OIL & GAS, INC.

Articles of Incorporation

November 5, 1979

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

2nd day of September, A. D. 19 82

David G. Nease

dem Secretary of State



ARTICLES OF INCORPORATION
OF
TATHAM OIL & GAS, INC

FILED
In the Office of the
Secretary of State of Texas

NOV 5 1979

The undersigned natural person, being of the age of eighteen (18) years or more, acting as incorporator of the corporation under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation (herein referred to as the "corporation"):

I.

The name of the corporation is TATHAM OIL & GAS, INC.

II.

The period of its duration is perpetual.

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 buy, sell, lease, own and deal in and to transact business with respect to real and personal property and services subject to Part Four of the Texas Miscellaneous Corporation Laws Act; and

In general, to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

IV.

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) shares of the par value of One Dollar (\$1.00) per share. The shares are designated as Common Stock and have identical rights and privileges in every respect.

V.

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.

VI.

The post office address of its initial registered office is Reynolds, Allen & Cook Incorporated, 16th Floor, 1100 Milam Bldg. Houston, Texas 77002, and the name of its initial registered agent at such address is Rick L. Burdick.

VII.

The initial Board of Directors consists of one (1) director, and the name and address of the person to serve as the director of the corporation until the first annual meeting of shareholders or until his successor is elected and qualified is:

Rick L. Burdick

16th Floor
1100 Milam Bldg.
Houston, Texas 77002

The number of directors constituting the Board of Directors shall be fixed by the By-Laws or Amendments thereto.

VIII.

Directors shall be elected by majority vote. Cumulative voting is expressly prohibited.

IX.

No shareholder of the corporation or any other person shall have any preemptive right whatsoever to acquire additional, unissued, or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares or other securities of the corporation.

X.

The name and address of the incorporator is as follows:

Rick L. Burdick

16th Floor
1100 Milam Bldg.
Houston, Texas 77002

XI.

The initial By-Laws of the corporation shall be adopted by its Board of Directors. The approval of the By-Laws adopted by

the Board of Directors by the Shareholders at a regular meeting shall constitute a delegation of power to the Board of Directors to alter, amend or repeal the By-Laws, or to adopt new By-Laws.

EXECUTED this 10th day of November, 1979.

Rick L. Burdick
RICK L. BURDICK

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, Marla B. Stephens, a Notary Public, do hereby certify that on this, the 10th day of November, 1979, personally appeared before me RICK L. BURDICK, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

Marla B. Stephens
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

MARLA B. STEPHENS
Notary Public in Harris County
for the State of Texas.
My Commission Expires 3-30-80