

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE BRITISH-AMERICAN OIL PRODUCING COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **26th** day of **February** 19 **58**, a properly authenticated copy of its articles of incorporation, and on the **26th** day of **February** 19 **58**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **February**, A.D. 19 **58**.

Secretary of State.

CERTIFICATE OF INCORPORATION
OF

THE BRITISH-AMERICAN OIL PRODUCING COMPANY

FIRST: The name of this corporation is

THE BRITISH-AMERICAN OIL PRODUCING COMPANY.

SECOND: Its principal office in the State of Delaware is to be located at 901 Market Street, in the City of Wilmington, County of New Castle, and the name and address of its resident agent is CORPORATION SERVICE COMPANY, 901 Market Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

To acquire, by purchase or otherwise, lease, let, own, hold, sell, convey, develop, equip, maintain, operate and otherwise deal in and with lands containing or believed to contain petroleum, asphaltum, mineral gases, metals, ores, coal and other minerals and mineral substances; to prospect, search, and explore for petroleum, natural gas, asphaltum, ores, coal, metals, minerals and mineral substances; to locate, lease, let, control, develop, equip, maintain and operate oil wells, gas wells or rights and interests therein;

To purchase or otherwise acquire, produce, own, use, sell, or otherwise dispose of, manufacture, reduce, refine, prepare, distill, transport, distribute, market and otherwise deal in and with petroleum, gas, gasoline, asphaltum and the products and by-products thereof and any and all

other metals, ores, minerals and mineral products and by-products thereof;

To acquire, by purchase or otherwise, construct, lease, let, own, hold, sell, convey, equip, maintain, operate and otherwise deal in and with pipe lines, cars, vessels, tanks, tramways, refineries, reduction plants and any and all other conveyances, machinery, appliances and apparatus for producing, storing, transporting, distributing, marketing, manufacturing, distilling, refining, reducing, preparing or otherwise dealing in and with petroleum, gas, gasoline, asphaltum, and any and all other metals, ores, minerals, the products and by-products thereof and mineral substances products and by-products thereof.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, transfer or in any manner whatever dispose of real property wherever situated, whether within or without the State of Delaware.

To manufacture, purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever situated.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, hold, use, sell or in any manner dispose of and to grant licenses or other rights therein and in any manner deal with patents, inventions, improvements, processes, trade-marks, trade-names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold, and re-issue the shares of its capital stock.

To carry on any or all of its operations and business and to promote its objects within the State of Delaware or elsewhere, without restrictions as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others.

FOURTH: The amount of the total authorized capital stock of this corporation is Ten Thousand (10,000) shares, of which amount Five Thousand (5,000) shares, of the par value of One Hundred Dollars, (\$100.00) each, amounting to Five Hundred Thousand Dollars, (\$500,000) shall be preferred stock and Five Thousand (5,000) shares which shall be without nominal or par value, shall be common stock.

Without action by or consent of the stockholders, the board of directors may issue the common stock without par value or any part thereof from time to time for such consideration as may be fixed from time to time by said board, and any and all such shares so issued, when the consideration therefor, fixed by the board of directors, has been fully paid or delivered, shall be full paid stock and not liable to any further call or assessment thereon.

Said preferred stock shall entitle the holder thereof to receive out of the net earnings and the company shall be bound to pay a fixed cumulative dividend at the rate of six per centum (6%) per annum, payable semi-annually, before any dividends shall be set apart or paid on the common stock and the preferred stock shall not participate in any additional earnings or profits.

The holders of preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in full both the par value of their shares and the accumulated unpaid dividends charged before any amount shall be

paid to the holders of the common stock, and the remaining assets shall be distributed among the holders of the common stock exclusively in proportion to their holdings.

Said preferred stock shall be subject to redemption at One Hundred Five Dollars, (\$105.00) per share, and accumulated dividends unpaid at the time of redemption, on any date of payment of preferred stock dividend or at such other time or in such other manner as the board of directors shall determine, after two years from the issue thereof.

The holders of preferred stock shall not by reason of their holdings thereof, be entitled to vote at meetings of stockholders, the voting power being vested in the holders of the common stock.

The number of shares with which it will commence business is Ten (10) shares of common stock.

FIFTH: The name and place of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	RESIDENCE	NUMBER OF SHARES
S. L. Mackey	Wilmington, Delaware	4 COMMON
L. C. Christy	Wilmington, Delaware	3 COMMON
H. Kennedy	Wilmington, Delaware	3 COMMON

SIXTH: This corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:-

To make and alter the by-laws;

To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

If the by-laws so provide or by resolution passed by majority of the whole board, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by them.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation. The objects, purposes and powers specified in each of the clauses or paragraphs in this certificate of incorporation shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the original subscribers to the capital stock, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware, entitled "AN ACT PROVIDING A GENERAL CORPORATION LAW", (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation hereby declaring and certifying that the facts herein stated are true and do respectively agree to take at a price per share to be fixed by the board of directors, the number of shares of stock hereinbefore set forth, waiving all requirements of the statutes of the State of Delaware relating to notice of assessments on the stock hereby subscribed, and accordingly

hereunto have set our respective hands and seals this tenth day of February, A. D. 1925.

In the presence of	<u>S. L. Mackey</u> (SEAL)
<u>Geo. G. Stiegler</u>	<u>L. C. Christy</u> (SEAL)
	<u>H. Kennedy</u> (SEAL)

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED, that on this tenth day of February A. D. 1925, personally appeared before me, the subscriber, a notary public for the State of Delaware,

S. L. Mackey

L. C. Christy

H. Kennedy

parties to the foregoing certificate of incorporation, known to me personally to be such and severally acknowledged that they signed, sealed and delivered the same as their several voluntary act and deed and that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Geo. G. Stiegler
Notary Public

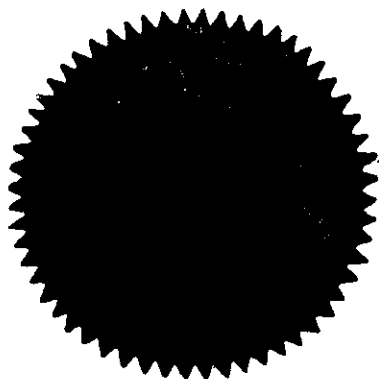
GEO. G. STIEGLER
NOTARY PUBLIC
APPOINTED JAN. 17, 1925
FOR THE STATE OF DELAWARE
TERM OF OFFICE TWO YEARS



Office of Secretary of State.

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of "THE BRITISH-AMERICAN OIL PRODUCING
COMPANY", as received and filed in this office the tenth day of
February, A.D. 1925, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this nineteenth *day*
of February *in the year of our Lord*
one thousand nine hundred and fifty-eight.



John N. McDowell
Secretary of State

M. R. Tomlinson

Ass't. Secretary of State

CERTIFICATE OF AMENDMENT

to

CERTIFICATE OF INCORPORATION

of

THE BRITISH-AMERICAN OIL PRODUCING COMPANY

We, the undersigned, the duly elected and qualified Vice-President and Secretary respectively of THE BRITISH-AMERICAN OIL PRODUCING COMPANY, a corporation organized under the laws of the State of Delaware, do hereby certify that the authorized capital stock of said company has been increased from the original authorized amount, namely, 5000 shares of preferred stock having a par value of \$100.00 each, amounting in the aggregate to \$500,000.00, and 5000 shares of common stock without par value, by increasing the number of shares of common stock to 5500 shares without par value, by the vote of all persons and bodies corporate holding the stock of said corporation entitled to vote, and that the first paragraph of Article FOURTH of the Certificate of Incorporation relating to the amount of total authorized capital stock has been amended to read as follows:

"FOURTH. The amount of the total authorized capital stock of this corporation is Ten Thousand Five Hundred (10,500) shares, of which amount Five Thousand (5,000) shares, of the par value of One Hundred Dollars (\$100.00) each, amounting to Five Hundred Thousand Dollars (\$500,000.00) shall be preferred stock and Five Thousand Five Hundred (5,500) shares which shall be without nominal or par value, shall be common stock".

without changing or amending the second and subsequent paragraphs of said Article FOURTH; and that said amendment has been duly adopted in accordance with the provisions of Section 26 of the General Corporation Laws of the State of Delaware, and that the capital of this corporation will not be reduced thereby.

In witness whereof, we, the undersigned, Vice-President and Secretary of said THE BRITISH-AMERICAN OIL PRODUCING COMPANY, have hereunto set our hands on this 6th day of November, A.D. 1945.

THE BRITISH-AMERICAN OIL
PRODUCING COMPANY
INCORPORATED 1925
DELAWARE


C. D. Miller, Vice-President


Mayo E. McKeown, Secretary

STATE OF OKLAHOMA }
County of Tulsa } ss

Be it remembered that on this 6th day of November, A.D. 1945, personally came before me C. D. MILLER, Vice-President of THE BRITISH-AMERICAN OIL PRODUCING COMPANY, a corporation of the State of Delaware, party to the foregoing Certificate of Amendment to Certificate of Incorporation of said corporation, known to me personally to be such, and acknowledged the said instrument to be his own act and deed, and the act and deed of said corporation; that the signature of the Vice-President is his own proper handwriting; that the seal affixed is the common or corporate seal of said company; and that his act of sealing, executing and delivering said instrument was duly authorized by resolution of the Directors of the said Company.

Given under my hand and seal of office the day and year aforesaid.

IMOGENE WILSON
NOTARY PUBLIC
IN AND FOR STATE
OF OKLAHOMA
TULSA, OKLAHOMA

Imogene Wilson
Notary Public within and for the
State of Oklahoma; residing at
Tulsa, Oklahoma.

My commission expires:

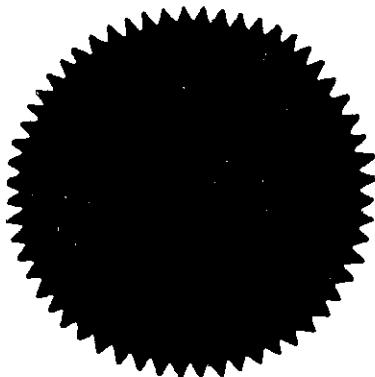
July 6-1947



Office of Secretary of State.

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Amendment of Certificate of Incorporation of "THE
BRITISH-AMERICAN OIL PRODUCING COMPANY", as received and filed in
this office the tenth day of November, A.D. 1945, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this nineteenth *day*
of February *in the year of our Lord*
one thousand nine hundred and fifty-eight.



John N. McDowell
Secretary of State

Ass't. Secretary of State