

# State of Idaho

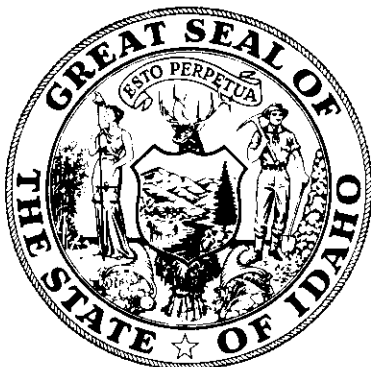
## Department of State.

### CERTIFICATE OF AUTHORITY OF CONQUEST EXPLORATION COMPANY

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

Dated June 14th, 19 82.



*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 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 CONQUEST EXPLORATION COMPANY
2. \*The name which it shall use in Idaho is Same
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is July 16, 1981 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 100 West Tenth Street, Wilmington, Delaware
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 C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Any and all lawful purposes as permitted for qualification in this state.
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
75,000,000	Common Stock	\$ .20

(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
15,510,650	Common Stock	\$.20

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 May 28th, 19 82

**CONQUEST EXPLORATION COMPANY**

By Richard A. Lydecker  
Richard A. Lydecker, Jr.  
Its Vice President

and R.T. Robberson  
R. Timothy Robberson  
Its \_\_\_\_\_ Secretary

STATE OF Texas )  
 ) ss:  
COUNTY OF Harris )

I, Carole A. Allred, a notary public, do hereby certify that on  
this 28th day of May, 19 82, personally appeared before  
me Richard A. Lydecker, Jr., who being by me first duly sworn, declared that he  
is the Vice President of CONQUEST EXPLORATION COMPANY

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

**CAROLE A. ALLRED**

Notary Public State of Texas

My Commission Expires June 30, 1984

Bonded by L. Alexander Lovett, Lawyers Surety Corp.

Carole A. Allred  
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.

EXHIBIT A

Directors of Conquest Exploration Company

H. Robert Hirsch	Chairman of the Board
Edward T. Story, Jr.	Vice Chairman of the Board
John W. Henderson	Director
H. Merle Myers	Director
Robert S. Greeson	Director
Robert A. Hall	Director
Richard L. Lowe	Director
T. Michael Young	Director
Tom C. Holt	Director

The address of each director contained in this list is Conquest Exploration Company, 4201 FM 1960 West, Suite 500, Houston, Texas 77068.



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on July 16, 1981.



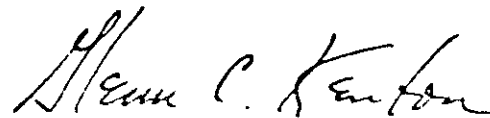
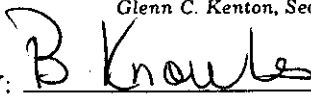
  
Glenn C. Kenton, Secretary of State  
BY:   
DATE: December 21, 1981

EXHIBIT B

Officers of Conquest Exploration Company

H. Robert Hirsch	President and Chief Executive Officer
Edward T. Story, Jr.	Chief Financial Officer
John W. Henderson	Senior Vice President - Exploration
H. Merle Myers	Senior Vice President - Production
R. Timothy Robberson	Senior Vice President - Administration, General Counsel and Secretary
Donald L. Brite	Vice President - Land and Acquisitions
John P. Froning	Vice President - Exploration, Western
Edward C. Hanson, III	Vice President - Exploration, Southern
Richard A. Lydecker, Jr.	Vice President - Finance, Controller, Treasurer and Chief Accounting Officer
Donald L. Oliver	Vice President - Operations

The address of each officer contained in this list is Conquest Exploration Company, 4201 FM 1960 West, Suite 500, Houston, Texas 77068.

CERTIFICATE OF INCORPORATION

OF

GALLEON PETROLEUM CO.

\* \* \* \* \*

ARTICLE ONE

The name of the corporation is GALLEON PETROLEUM CO.

ARTICLE TWO

Its registered office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

ARTICLE THREE

The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To establish, carry on and transact an oil and gas business and to mine for, prospect for, drill for, produce, store, buy or in any manner acquire, refine, manufacture into its several products, and to sell, market, distribute and transport petroleum and its products and by-products; to mine for, prospect for, drill for, produce, manufacture, store, buy or in any manner acquire, and to market, sell, transport and distribute natural gas and/or artificial gas and/or liquefied petroleum gas and any by-products and residual products thereof and to own, hold, maintain and operate and to sell,

exchange, lease, encumber or in any manner dispose of works, buildings, pipelines, mains, distribution systems, machinery, appliances, apparatus, facilities, rights, privileges, franchises, ordinances and such real and personal property as may be necessary, useful or convenient in the production, acquisition, manufacture, storage, transportation, sale and marketing of petroleum, natural gas and artificial gas, or any of them, and the products or by-products thereof.

To engage in the business of exploring for, mining, processing, refining, storing, concentrating, converting, treating, preparing for market, manufacturing, developing, buying, selling, exchanging and otherwise producing and dealing in all kinds of ores, metals and minerals, and the products and by-products thereof of every kind and description and by whatever process the same can be or may hereafter be produced, and generally without limit as to amount, to buy, sell, exchange, lease, acquire and deal in lands, mines and mineral rights and claims, and to conduct all business appertaining thereto.

To establish and maintain a drilling business and to own and operate drilling rigs, machinery, tools, and apparatus in the boring or otherwise sinking of wells for the production of oil, gas or other minerals, or water and the purchase and sale of such goods, wares, and merchandise as may be used for such business; to acquire, by purchase or otherwise, construct, lease, let, own, hold, sell, convey, equip, maintain, operate, and otherwise deal in and with pipelines, cars, vessels, tanks, tramways, refineries, processing plants, reduction plants, and any and all other conveyances, appliances, and apparatus for storing, transporting, distributing, marketing, manufacturing, distilling, refining, reducing, preparing, or otherwise dealing in and with petroleum, gas, gasoline, asphalt, and any and all other materials, ores, products and by-products thereof and mineral substances, products and by-products thereof; and to acquire, by purchase or otherwise, construct, and lease or let oil field equipment.

To purchase, take, receive, lease or otherwise acquire, own, hold, use, improve and otherwise deal in and with, sell, convey, mortgage, pledge,



lease, exchange, transfer and otherwise dispose of liens, real estate, real property, production payments, chattels real, and estates, interests and rights and equities of all kinds in lands; and to engage in the business of managing, supervising and operating real property, buildings and structures, to negotiate and consummate for itself or for others leases with respect to such properties, to enter into contracts and arrangements either as principal or as agent for the maintenance, repair and improvement of any property managed, supervised or operated by the corporation; to furnish financial, management and other services to others; to purchase or otherwise acquire, own, use, improve, maintain, sell, lease, or otherwise dispose of any articles, materials, machinery, equipment and property used for or in connection with the business of the corporation and to engage in and conduct or authorize, license and permit others to engage in and conduct any business or activity incident, necessary, advisable or advantageous to the ownership of property, buildings, and structures managed, supervised or operated by the corporation.

To build, erect, construct, improve, purchase, lease or otherwise acquire, own, hold, let, maintain, establish, provide, operate, mortgage or otherwise encumber, sell, convey or otherwise dispose of factories, warehouses, agencies, buildings, offices, structures, showrooms, repair shops, houses, works, machinery, plants, storage houses, garages and other buildings and structures.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares, merchandise and products of every class and description.

To enter into or become an associate, member, shareholder, beneficiary or partner in any firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate, or corporation, domestic or foreign, formed or to be formed to accomplish any of the purposes enumerated herein, and to allow or cause the title to, any estate, right, or interest in any property (whether real, personal or mixed) owned, acquired, controlled or operated by or in which the corporation has any interest, to remain or be vested or

registered in the name of, or operated by, any person, firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate, or corporation, domestic or foreign, formed to accomplish any of the purposes enumerated herein.

To borrow money and to make and issue notes, bonds, debentures, obligations, evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without any limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, partnerships, and individuals and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and are in furtherance of and in addition to and not in limitation of the general powers conferred by the laws of the State of Delaware.

#### ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall be common stock of the par value of One

Dollar (\$1.00) per share, aggregating One Thousand Dollars (\$1,000.00).

#### ARTICLE FIVE

The names and mailing addresses of the incorporators are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street Wilmington, Delaware 19801

#### ARTICLE SIX

The corporation is to have perpetual existence.

#### ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper

purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly noticed for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

## ARTICLE EIGHT

Every person who is or was a director, officer or employee of the Corporation, or of any other corporation which serves or served as such at the request of the Corporation, shall, in accordance with this Article Eight but not if prohibited by law, be indemnified by the Corporation as hereinafter provided against reasonable expense and any liability paid or incurred by him in connection with or resulting from any threatened or actual claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other corporation or otherwise), civil, criminal, administrative or investigative, in which he may be involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation or such other corporation, whether or not he continues to be such at the time such expense or liability shall have been paid or incurred.

As used in this Article Eight, the term "expense" shall mean counsel fees and disbursements and all other expenses (except any liability) relating to any such claim, action, suit or proceeding, and the term "liability" shall mean amounts of judgments, fines or penalties against, and amounts paid in settlement by, a director, officer or employee with respect to any such claim, action, suit or proceeding.

Any person referred to in the first paragraph of this Article Eight who has been wholly successful, on the

merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in such first paragraph shall be reimbursed by the Corporation for his reasonable expense.

Any other person claiming indemnification under the first paragraph of this Article Eight shall be reimbursed by the Corporation for his reasonable expense and for any liability (other than any amount paid to the Corporation) if a Referee shall deliver to the Corporation his written finding that such person acted, in good faith, in what he reasonably believed to be the best interests of the Corporation, and in addition with respect to any criminal action or proceeding, reasonably believed that his conduct was lawful. The termination of any claim, action, suit or proceeding by judgment, settlement (whether with or without court approval), adverse decision or conviction after trial or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a director, officer or employee did not meet the foregoing standards of conduct. The person claiming indemnification shall at the request of the Referee appear before him and answer questions which the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which he relies for indemnification; and the Corporation shall, at the request of the Referee, make available to the Referee facts, opinions or other evidence in any way relevant for his finding which are within the possession or control of the Corporation. As

used in this Article Eight, the term "Referee" shall mean independent legal counsel (who may be regular counsel of the Corporation), or other disinterested person or persons, selected to act as such hereunder by the Board of Directors of the Corporation, whether or not a disinterested quorum exists.

Any expense incurred with respect to any claim, action, suit or proceeding of the character described in the first paragraph of this Article Eight may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking made by or on behalf of the recipient to repay such amount if it is ultimately determined that he is not to be indemnified under this Article Eight.

The rights of indemnification provided in this Article Eight shall be in addition to any rights to which any such director, officer or employee may otherwise be entitled by contract or as a matter of law and, in the event of such person's death, such rights shall extend to his heirs and legal representatives.

#### ARTICLE NINE

No contract, act or transaction of this corporation with any person or persons, firm, trust or association, or with any other corporation, shall be affected or invalidated because any director, officer or shareholder of this corporation is a party to, or is interested in, said contract,

act or transaction, or is in any way connected with any such person or persons, firm, trust or association, or is a director, officer or shareholder of, or otherwise interested in, any such other corporation, nor shall any duty to pay damages to this corporation be imposed upon such director, officer or shareholder of this corporation solely by reason of such fact, regardless of whether the vote, action or presence of any such director, officer or shareholder may be or have been necessary to obligate this corporation on, or in connection with, such contract, act or transaction, provided that such interest or connection (other than an interest as a non-controlling shareholder of any such corporation) be known or disclosed to the Board of Directors of this corporation.

#### ARTICLE TEN

The 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 statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and



certifying that the facts herein stated are true, and accordingly, have hereunto set our hands this 16th day of July, 1981.

K. L. Husfelt  
K. L. Husfelt

B. A. Schuman  
B. A. Schuman

E. L. Kinsler  
E. L. Kinsler



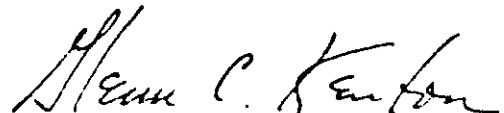
# State of DELAWARE



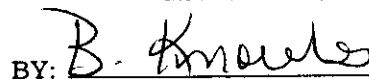
## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on September 1, 1981.





Glenn C. Kenton, Secretary of State

BY: 

DATE: December 21, 1981

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GALLEON PETROLEUM CO.

Galleon Petroleum Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article One thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Conquest Exploration Company."

FURTHER RESOLVED, that the Certificate of Incorporation be amended by changing Article Four thereof so that, as amended, said Article shall be and read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is Fifty Million (50,000,000) shares, all of which shall be common stock of the par value of Thirty Cents (\$.30) per share, aggregating Fifteen Million Dollars (\$15,000,000)."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendments in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Galleon Petroleum Co. has caused  
this certificate to be signed by Dick Lowe,  
its President, and attested by Jeffrey L. Stevens,  
its Secretary, this 31st day of August, 1981.

GALLEON PETROLEUM CO.

CORPORATE SEAL

BY: Dick Lowe  
President

ATTEST:

BY: Jeffrey L. Stevens  
Secretary



# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on October 22, 1981.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *B. Knowles*

DATE: December 21, 1981

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CONQUEST EXPLORATION COMPANY

Conquest Exploration Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation be amended by changing Article Four thereof so that, as amended, said Article shall be and read as follows:

"The aggregate number of shares which the corporation shall have authority to issue is seventy-five million (75,000,000) shares, all of which shall be common stock of the par value of Twenty Cents (\$.20) per share, aggregating Fifteen Million Dollars (\$15,000,000)."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Conquest Exploration Company has caused this Certificate to be signed by H. Robert Hirsch, its President and attested by Richard A. Lydecker, Jr., its Secretary, this 20th day of October, 1981.

CONQUEST EXPLORATION COMPANY

BY: H. Robert Hirsch  
H. Robert Hirsch, President

ATTEST:

BY: Richard A. Lydecker, Jr.  
Richard A. Lydecker, Jr.,  
Secretary



# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of

Certificate of Amendment

filed in this office on October 22, 1981



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *B. Knowles*

DATE: December 21, 1981



CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
CONQUEST EXPLORATION COMPANY

CONQUEST EXPLORATION COMPANY, a corporation organized and existing under and by virtue of the General Corporation Laws of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article Eight thereof, so that, as amended, said Article shall be and read as follows:

"The bylaws of this corporation may contain such provisions concerning indemnification and insurance as the laws of the State of Delaware may permit."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Laws of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Laws of the State of Delaware.

IN WITNESS WHEREOF, said Conquest Exploration Company has caused this certificate to be signed by H. Robert Hirsch, its President, and attested by Richard A. Lydecker, Jr., its Secretary, this 15th day of September, 1981.

CONQUEST EXPLORATION COMPANY

By: H. Robert Hirsch  
President

ATTEST:

By: Richard A. Lydecker Jr.  
Secretary