

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

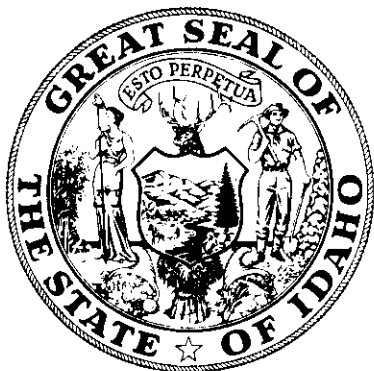
EXCOA OIL & GAS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EXCOA OIL & GAS, INC.

_____ 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 EXCOA OIL & GAS, INC.
to transact business in this State under the name EXCOA OIL & GAS, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated August 15, 19 30.



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 EXCOA OIL & GAS, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is August 1, 1979 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 1680 Colorado State Bank Bldg./Denver, Colorado 80202
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:
Oil and gas exploration.

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

Name	Office	Address
<u>SEE ATTACHED RIDER.</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>75,000,000</u>	<u>Common</u>	<u>\$.001</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
22,580,000	Common	\$.001

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~~ February August 1, 19 80

EXCOA OIL & GAS, INC.
By William A. Gillespie
William A. Gillespie
Its President
and Glen Berger
Glen Berger
Its Secretary

STATE OF Colorado)
COUNTY OF Denver) ss:

I, NORMA JO KENNEDY, a notary public, do hereby certify that on this 1st day of ~~February~~ August, 19 80, personally appeared before me William A. Gillespie, who being by me first duly sworn, declared that he is the President of EXCOA OIL & GAS, INC.

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

My commission expires January 28, 1982

Norma Jo Kennedy
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.

EXCOA OIL & GAS, INC.

Officers and Directors

<u>Name</u>	<u>Office</u>	<u>Address</u>
William A. Gillespie	President & Director	256 Hemlock Street Broomfield, CO 80020
Willson W. Bell	Vice Pres. & Director	5700 E. Prentice Place Englewood, CO 80111
Glen Berger	Secretary & Director	6115 S. Longview Littleton, CO 80120
Eugene L. Howard	Treasurer & Director	11219 W. 27th Avenue Lakewood, CO 80215

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ARTICLES OF INCORPORATION

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EXCOA OIL & GAS, INC.

The undersigned natural, adult person, acting as incorporator of a corporation (hereinafter usually referred to as the "Corporation"), pursuant to the provisions of the Colorado Corporation Code, hereby adopts the following Articles of Incorporation for said Corporation:

ARTICLE I

Name

The name of the Corporation shall be Excoa Oil & Gas, Inc.

ARTICLE II

Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE III

Purpose

The purpose for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV

Capital Stock

The authorized capital stock of the Corporation shall consist of 75,000,000 shares of common stock with a par value of \$0.001 per share.

ARTICLE V

Preferences, Limitations
and Relative Rights of
Capital Stock

No share of the capital stock authorized in Article IV shall have any preference over or limitation in respect to any other share of such capital stock. All shares of the capital stock authorized in Article IV shall have equal rights and privileges, including the following:

1. All shares shall share equally in dividends. Subject to the applicable provisions of the laws of the State of Colorado, the Board of Directors of the Corporation may, from time to time, declare and the Corporation may pay dividends in cash, property, or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent or when the declaration or payment thereof would be contrary to any restrictions contained in these Articles of Incorporation. When any dividend is paid or any other distribution is made, in whole or in part, from sources other than the reserved and unrestricted earned surplus, such dividend or distribution shall be paid or made to the holders of record of the shares at the time the dividend or distribution is declared or made.

COMPUTER UPDATE COMPLETED
BY

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ARTICLE VI

Place of Business

The principal office and the principal place of business of the Corporation initially shall be located in Denver, Colorado. The Board of Directors, however, from time to time may establish such other offices, branches, subsidiaries, or divisions which it may consider to be advisable. The address of the Corporation's initial registered office in Colorado for purposes of the Colorado Corporation Code, as amended, shall be:

1680 Colorado State Bank Building
Denver, Colorado 80202

The name of the Corporation's initial registered agent at the address of the aforesaid registered office for purposes of this Code shall be:

William A. Gillespie

ARTICLE VII

Directors

The affairs of the Corporation shall be governed by a board of not less than three (3) nor more than seven (7) directors, who shall be elected in accordance with the By-laws of the Corporation. Subject to such limitation, the number of directors shall be fixed by or in the manner provided in the By-laws of the Corporation, as may be amended from time to time, except as to the number constituting the initial board which number shall be three. The organization and conduct of the board shall be in accordance with the following:

1. The names and addresses of the members of the initial Board of Directors, who shall hold office until the first annual meeting of the stockholders of the Corporation or until their successors shall have been elected and qualified, are:

Name	Address
William A. Gillespie	1680 Colorado State Bank Building Denver, Colorado 80202
Wilson W. Bell	1680 Colorado State Bank Building Denver, Colorado 80202
Glen Burger	1680 Colorado State Bank Building Denver, Colorado 80202
Gene Howard	1680 Colorado State Bank Building Denver, Colorado 80202

2. The directors of the Corporation need not be residents of Colorado and shall not be required to hold shares of the Corporation's capital stock.

3. Meetings of the Board of Directors, regular or special, may be held within or without Colorado upon such notice as may be prescribed in the By-laws of the Corporation. Attendance of a director at a meeting shall constitute a waiver by him of notice of such meeting unless he attends only for the express purpose of objecting to the transaction of any business thereat on the ground that the meeting is not lawfully called or conducted.

4. A majority of the number of directors at any time constituting the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of Directors.

5. By resolution adopted by a majority of the Directors at any time constituting the Board of Directors, the Board of Directors may designate two or more directors to constitute an Executive Committee or one or more other committees each of which shall have and may exercise, to the extent permitted by law or in such resolution, all the authority of the Board of Directors in the management of the Corporation; but the designation of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or him by law.

6. Any vacancy in the Board of Directors, however caused or created, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is duly elected and qualified.

ARTICLE VIII

Officers

The officers of the Corporation shall consist of a President, one or more Vice Presidents as may be prescribed by the By-laws of the Corporation, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the By-laws of the Corporation. Any two or more offices may be held by the same person except the offices of President and Secretary.

ARTICLE IX

Meetings of Stockholders

Meetings of the stockholders of the Corporation shall be held at such place within or without Colorado and at such times as may be prescribed in the By-laws of the Corporation. Special meetings of the stockholders of the Corporation may be called by the President of the Corporation, the Board of Directors, or by the record holder or holders of at least ten percent (10%) of all shares entitled to vote at the meeting. At any meeting of the stockholders, except to the extent otherwise provided by law, a quorum shall consist of a majority of the shares entitled to vote at the meeting; and, if a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote thereat shall be the act of the stockholders unless the vote of a greater number is required by law.

ARTICLE X

Voting

When, with respect to any action to be taken by stockholders of this Corporation, the Colorado Corporation Code requires the affirmative vote of the holders of two-thirds of the outstanding shares entitled to vote thereon, or of any class or series, such action may be taken by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote on such action.

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ARTICLE XI

By-laws

The initial By-law of the Corporation shall be adopted by its Board of Directors. Subject to repeal or change by action of the stockholders, the power to alter, amend, or repeal the By-laws or to adopt new By-laws shall be vested in the Board of Directors.

ARTICLE XII

Incorporators

The name and address of the incorporator of the Corporation is as follows:

Name	Address
William T. Hart	2570 First of Denver Plaza Denver, Colorado 80202

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature on the 30 day of July, 1979.

William T. Hart

William T. Hart

STATE OF COLORADO

CITY AND COUNTY OF DENVER

} ss.

I, Mary C. Lemmi, a Notary Public in and for the State of Colorado, hereby certify that on the 30 day of July, 1979, personally appeared before me William T. Hart, being by me first duly sworn, who declare that he is the person who signed the foregoing Articles of Incorporation as incorporator and that the statements contained therein are true.

Mary C. Lemmi

NOTARY PUBLIC

My Commission expires January 16, 1980.

(SEAL)

RECORDED

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SECRETARY OF STATES OFFICE

With a full and true copy of the foregoing instrument, together with a copy of the certificate of the Secretary of State, to be filed in this office and retained in the files of the Secretary of State.

67-105740

William T. Hart

