

139088

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BROWN BROTHERS/GARNER OIL COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 23, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonny Coulson

Corporation Clerk

ARTICLES OF INCORPORATION

OF

BROWN BROTHERS/GARNER OIL COMPANY

DEC 23 3 25 PM '91
SECRETARY OF STATE

We, the undersigned, natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is Brown Brothers/Garner Oil Company

ARTICLE II - DURATION OF CORPORATION

The Corporation is to have perpetual existence; or until dissolved by unanimous action by the board of directors.

ARTICLE III - CORPORATE PURPOSE

The general purposes and objects for which the corporation is organized are:

(a) To conduct any or all lawful business for which corporations may be organized under this Act as from time to time authorized by its Board of Directors, including but not limited to engaging in the business of oil and gas exploration, petroleum investing, holding, trading and buy/sell of working interests.

(b) To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including, without limitation, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any

certificates, receipts or other instruments representing rights or interests therein, or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivision, agency or instrumentality thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

(c) To engage, in any part of the universe, in all lawful acts, transactions, trades, or businesses which may be performed by a corporation.

(d) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as a natural person might, or could do, in any part of the universe as principal, agent, partner, trustee or otherwise, either alone or in conjunction with any other person, association or corporation.

(e) The foregoing clauses shall be constructed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes, objects and powers.

ARTICLE IV - SHARES

The aggregate number, class and value of shares which the Corporation shall have authority to issue is 50,000 shares of common stock with no par value. All shares of the same class or series shall have the same rights and preferences. Fully paid shares of the Corporation shall not be liable to any further call or assessment.

ARTICLE V - COMMENCING BUSINESS

The Corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of shares.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized shares of stock of the Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine. Shareholders shall have preemptive rights to acquire unissued shares of the stock of the Corporation.

ARTICLE VII - CUMULATIVE VOTING

At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate votes by giving one candidate as many votes as shall equal the number of Directors to be elected, multiplied by the number of the shareholder's shares, or by distributing such votes of the holders of at least eighty percent (80%) of the shares of the stock of the Corporation entitles to vote hereon.

ARTICLE VIII - BYLAWS

The Directors shall adopt Bylaws which are not inconsistent with law of these Articles for the regulation and management of the affairs of the Corporation. The Bylaws may be amended from time to time or repealed pursuant to law.

ARTICLE IX - DIRECTORS' CONTRACTS

No contract or other transaction between this Corporation and one or more of its Directors, or any other corporation, firm, association or entity in which one or more of this Corporation's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or

interest, or because such Director is present at the meeting of the Board of Directors of this Corporation, or a committee thereof, which authorizes, approved or ratified such contract or transaction, or because such Director's vote is counted for such purpose of: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors of this Corporation or a committee thereof, which authorized, approved or ratified the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to this Corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratified such contract or transaction.

ARTICLE X - DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected and qualify are:

Richard A. Brown	#24 South 600 East Suite 6 Salt Lake City, Utah 84102
W. Roy Brown	P.O. Box 464 Nampa, Idaho 83653
David O. Garner	3727 Catalina Road Boise, Idaho 83705

ARTICLE XI - REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office and the name of its original registered agent at such address are:

W. Roy Brown 2815 Laurel Way
Nampa, Idaho 83686

ARTICLE XII - INCORPORATORS

The names and addresses of the Incorporators are:

Richard A. Brown #24 South 600 East
Suite 6
Salt Lake City, Utah 84102

W. Roy Brown P.O. Box 464
Nampa, Idaho 83653

David O. Garner 3727 Catalina Road
Boise, Idaho 83705

DATED this 23 day of December, 1991.


Richard A. Brown


W. Roy Brown


David O. Garner

STATE OF IDAHO)
 : ss.
COUNTY OF CANYON)

On the 23 day of Dec., 1991 personally appeared before David O. Garner, W. Roy Brown, Richard A. Brown who, being by me first duly sworn, acknowledged to me that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

My commission Expires:


Kiki Harrington
NOTARY PUBLIC

2/23/95

Residing at: *Nampa*

CONSENT OF REGISTERED AGENT

I, W. Roy Brown, understand that I am named in the foregoing Articles of Incorporation of BROWN BROTHERS/GARNER OIL COMPANY as Registered Agent, I further understand the duties of Registered Agent and by execution hereof consent to such appointment.


W. Roy Brown

STATE OF IDAHO)
: ss.
COUNTY OF CANYON)

On the 23 day of December, 1991 personally appeared before me W. Roy Brown who, being by me first duly sworn, did acknowledge to me that he is the person who executed the foregoing Consent of Registered Agent and that the statements contained therein are true.

My commission Expires :

2/23/95


NOTARY PUBLIC

Residing at: Nampa