

**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

**B.G.H. GAS TEST OPERATING, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **B.G.H. GAS TEST OPERATING, INC.**

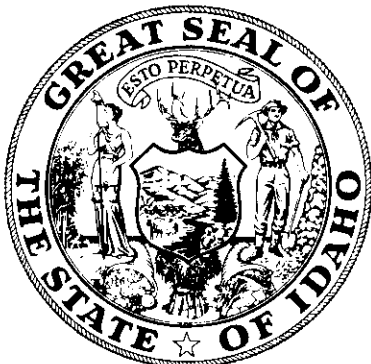
\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to B.G.H. GAS TEST OPERATING, INC.

to transact business in this State under the name **B.G.H. GAS TEST OPERATING, INC.**

\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated September 13, 19 82



Robt. C. Canarusa

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 Corp. hereby applies for a Certificate of Authority to transact business in your State, and for that purpose states the following statement:

1. The name of the corporation is B.G.H. Gas Test Operating, Inc.
2. \*The name which it shall use in Idaho is B.G.H. Gas Test Operating, Inc.
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is May 1, 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 1700 Broadway, Denver, Colorado 80290
6. The street 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:  
Testing and evaluation of oil and gas wells, minerals and natural  
resources.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John U. Hansen</u>	<u>President</u>	<u>2705 C 5th Avenue, N.E.</u> <u>Calgary, Alberta T2A 2L6</u>
<u>Fritz Baehre</u>	<u>Secretary</u>	<u>2705 C 5th Avenue, N.E.</u> <u>Calgary, Alberta T2A 2L6</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </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>50,000</u>	<u>Common</u>	<u>\$1.00</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </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
100	Common	\$1.00

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 August 10., 19 82.

B.G.H. GAS TEST OPERATING, INC.

By John Hansen  
John U. Hansen  
Its \_\_\_\_\_ President

and Fritz Baehre  
Fritz Baehre  
Its \_\_\_\_\_ Secretary

PROVINCE ALBERTA )  
STATE OF \_\_\_\_\_ )  
COUNTY OF CANADA ) ss:

I, \_\_\_\_\_, a notary public, do hereby certify that on this 10 day of August, 19 82, personally appeared before me JOHN U. HANSEN & FRITZ BAEHRE, who being by me first duly sworn, declared that ~~he~~ <sup>they are</sup> ~~is~~ the PRESIDENT & SECRETARY, RESPECTIVELY of B.G.H. GAS TEST OPERATING, INC.

<sup>they</sup> that ~~he~~ signed the foregoing document as officers of the corporation and that the statements therein contained are true.

J. H. Lema

Notary Public in & FOR ALBERTA

\*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.

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DEPARTMENT OF  
STATE OF COLORADO

ARTICLES OF INCORPORATION

OF

S.G.M. GAS TEST OPERATING, INC.

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Corporation Code, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is S.G.M. Gas Test Operating, Inc.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purpose

The purposes for which the corporation is organized are as follows:

- A. To engage in the business of the testing and evaluation of oil and gas wells, minerals and natural resources of all kinds.

COMPUTER UPDATE COMPLETE  
HS

to conduct any lawful business or businesses  
in which corporations may be incorporated pursuant to the  
Delaware Corporation Code.

#### ARTICLE IV

##### Powers

The corporation shall have and may exercise all  
powers and rights granted or otherwise provided by the  
Delaware Corporation Code, including, but not limited to, the  
powers necessary or convenient to effect the corporation's  
purposes.

#### ARTICLE V

##### Shares

7. AUTHORIZED QUANTITY. The authorized number of  
shares which the corporation shall have authority to issue is  
fifty thousand (50,000) shares of common stock of the par value  
of one dollar (\$1.00) per share.

8. Transfer Restrictions. The corporation shall  
have the right to impose restrictions upon the transfer of any  
of its authorized shares or any interest therein. The board of  
directors is hereby authorized on behalf of the corporation to  
exercise the corporation's right to impose such restric-  
tions, whether by provision in the bylaws or otherwise.

equal of Cumulative Voting. Cumulative voting of shares in the election of directors is not allowed.

D. Denial of Pre-emptive Rights. No shareholder of the corporation shall be entitled as of right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or exercising stock purchase warrants or privileges.

#### ARTICLE VI

##### Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or any individual interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting, if the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VII

Distributions in Partial Liquidation Out of Stated Capital

In addition to the other powers now or hereafter conferred upon the board of directors by these Articles of Incorporation, the Colorado Corporation Code or otherwise, and subject to the limitations contained in the Colorado Corporation Code, the board of directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital, a portion of the corporation's assets in cash or property.

ARTICLE VIII

Indemnification

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Colorado Corporation Code or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers and other persons and all powers whatsoever incidental thereto (including without limitation the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether or not such powers are expressly provided for by the Colorado Corporation Code. The board of directors is hereby authorized on behalf of the corporation and without shareholder action to

exercise of the corporation's powers of administration  
whether by provision in the bylaws or otherwise.

#### ARTICLE IX

##### Amendments

The corporate bylaws may be amended or repealed by the  
shareholders of the corporation in a meeting called for that purpose  
in accordance with the Colorado Corporation Code.

#### ARTICLE X

##### Quorum

A majority of the shares entitled to vote shall be  
present in person or by proxy, vote or abstain at a meeting of  
shareholders. Except as otherwise provided by these  
Articles of Incorporation or the Colorado Corporation Code, if  
a quorum is present, the affirmative vote of a majority of the  
shares represented at the meeting and entitled to vote on the  
subject matter shall be the act of the shareholders.

#### ARTICLE XI

##### Voting

With respect to any of the following actions to be  
taken by the shareholders of the corporation, the affirmative  
vote or concurrence of the holders of two-thirds (2/3) of all  
the outstanding shares of the corporation entitled to vote  
shall be required:



1. To amend these Articles of Incorporation.
2. To lend money to, to guarantee the obligations of and to otherwise assist the directors of the corporation or of any other corporation the majority of whose voting capital stock is owned by the corporation.
3. To make distributions in partial liquidation out of the stated capital of the corporation.
4. To sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without its goodwill, not in the usual or regular course of its business.
5. To merge or consolidate the corporation.
6. To dissolve the corporation voluntarily.
7. To revoke voluntary dissolution proceedings of the corporation.

#### ARTICLE XII

##### Registered Office and Agent

The address of the initial registered office of the corporation is 1700 Broadway, Suite 316, Denver, Colorado 80290 and the name of the corporation's registered agent at such address is The Corporation Company.

ARTICLE XIII

Board of 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 are elected and qualify are:

John U. Hansen

2705 E 5th Avenue, N.E.  
Calgary, Alberta T2A 2L6

Fritz Sachse

2705 E 5th Avenue, N.E.  
Calgary, Alberta T2A 2L6

Gordon Pederson

2705 E 5th Avenue, N.E.  
Calgary, Alberta T2A 2L6

ARTICLE XIV


Incorporator

The name and address of the incorporator is:

John S. Castellano

555 17th Street  
Suite 2900  
Denver, Colorado 80202

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 30, 1981.

  
John S. Castellano

STATE OF COLORADO

CITY AND COUNTY OF DENVER

) ss.

I, Notary Conroy, a Notary Public,  
hereby certify that John S. Castellano personally appeared  
before me, who being by me first duly sworn, declared that  
John S. Castellano is the person who signed the foregoing  
Articles of Incorporation as incorporator, and that the state-  
ments therein contained are true.

In witness whereof, I have hereunto set my hand and  
seal this 10th day of April, 1981.

My commission expires: December 11, 1984

Notary Conroy  
Notary Public