



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BUCKHORN PETROLEUM CO.

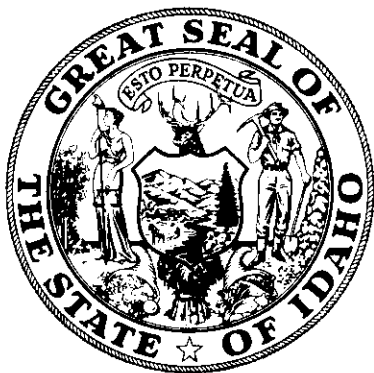
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BUCKHORN PETROLEUM CO.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 _____ **June 30** _____, 19 **80** .



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 Buckhorn Petroleum Co.
2. *The name which it shall use in Idaho is Buckhorn Petroleum Co.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 30, 1980 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 306 South State Street, Dover, Delaware
6. The address of its proposed registered office in Idaho is Bank of Idaho Building,
Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
oil and gas exploration, production and development
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
(See list 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
10,000	common stock	NPV

(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
<u>1</u>	<u>common stock</u>	<u>NPV</u>
_____	_____	_____
_____	_____	_____

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 June 5, _____, 19 80.

Buckhorn Petroleum Co.

By

JH Ransom

Its _____ President

and

Blasidy

Its _____ Assistant Secretary

STATE OF ILLINOIS)

)ss:

COUNTY OF COOK)

I, Rita Thomas, a notary public, do hereby certify that on this 5th day of June, 19 80, personally appeared before me James H. Ransom, who being by me first duly sworn, declared that he is the President of Buckhorn Petroleum Co.

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

Rita Thomas

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.

BUCKHORN PETROLEUM CO.

Officers and Directors

Officers

*O. C. Davis	122 South Michigan Avenue, Chicago, IL 60603	Chairman of the Board
*J. H. Ransom	122 South Michigan Avenue, Chicago, IL 60603	President
W. K. Arnold	1670 Broadway, Denver, Colorado 80202	Vice President
J. A. Gardner	1670 Broadway, Denver, Colorado 80202	Vice President
J. E. Hooley	1670 Broadway, Denver, Colorado 80202	Vice President
I. E. Kercher	1670 Broadway, Denver, Colorado 80202	Vice President
*C. G. Freund	122 South Michigan Avenue, Chicago, IL 60603	Secretary and Treasurer
D. J. Langer	1670 Broadway, Denver, Colorado 80202	Controller
J. L. Bode	1670 Broadway, Denver, Colorado 80202	Assistant Controller
F. L. Austerlitz	1670 Broadway, Denver, Colorado 80202	Assistant Secretary
D. B. Basey	1670 Broadway, Denver, Colorado 80202	Assistant Secretary
E. P. Cassidy	122 South Michigan Avenue, Chicago, IL 60603	Asst. Secretary & Asst. Treasurer
G. G. Henning	122 South Michigan Avenue, Chicago, IL 60603	Assistant Secretary
D. G. Holm	122 South Michigan Avenue, Chicago, IL 60603	Asst. Secretary & Asst. Treasurer
B. Myers	1670 Broadway, Denver, Colorado 80202	Asst. Secretary

Directors

W. C. Terpstra	122 South Michigan Avenue, Chicago, IL 60603
J. M. Wells	122 South Michigan Avenue, Chicago, IL 60603

*Also Director

CERTIFICATE OF INCORPORATION
OF
BUCKHORN PETROLEUM CO.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the Corporation is Buckhorn Petroleum Co.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 306 South State Street, City of Dover, County of Kent, Delaware. The name of the registered agent at such address is United States Corporation Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue shall be Ten Thousand (10,000), all of which such shares shall be Common Stock without par value.

FIFTH: The name and mailing address of the incorporator is:

John C. Nylen
Peoples Energy Corporation
Room 210
122 South Michigan Avenue
Chicago, Illinois 60603

SIXTH: The powers of the incorporator are to terminate upon the filing of this Certificate, and the following are the persons who are to serve as directors until the first annual meeting of stockholders, or until their successors are elected and qualified:

O. C. Davis
C. G. Freund
J. H. Ransom
W. C. Terpstra
J. M. Wells

The mailing address for all of the above is 122 South Michigan Avenue, Chicago, Illinois 60603.

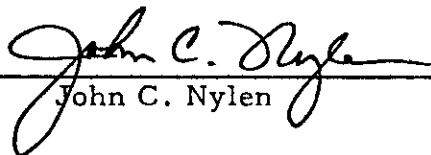
SEVENTH: The number of directors shall be fixed by, in the manner provided in, the By-Laws.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation, subject to any specific limitation on such power provided by By-Laws adopted by the stockholders.

NINTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: 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.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying under the penalties of perjury, that this Certificate is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand this 29th day of May, 1980.



John C. Nylen

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, RITA THOMAS, a Notary Public in and for said state, do hereby certify that John C. Nylen, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and official seal, this 29th day of May, A.D. 1980.

Rita Thomas
Notary Public

(S E A L)

My Commission Expires:

JUN 30 1980



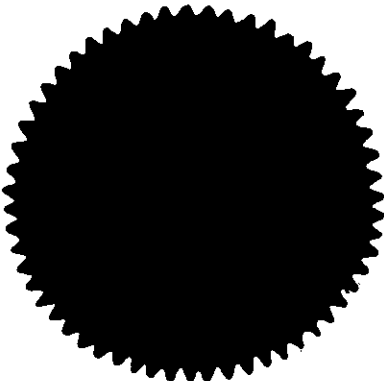
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "Buckhorn Petroleum Co.", as received and
filed in this office the thirtieth day of May, A.D. 1980, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twelfth *day*
of June *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State