

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

GEOCHEMICAL SURVEYS, INC.

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

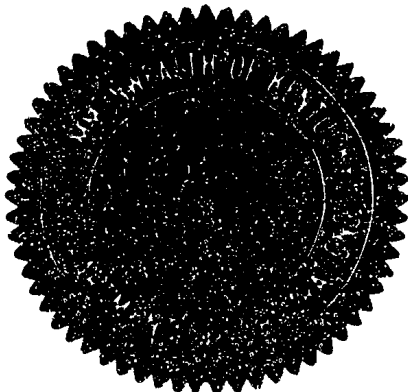
GEOCHEMICAL SURVEYS, INC.

NEW YORK, N. Y. 10161

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

GEOCHEMICAL SURVEYS, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 14TH
OCTOBER, 19 82 at Frankfort, Kentucky.

Frances Jones Mills

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE



ORIGINAL COPY
FILED **FRANCIS JONES MILLS**
SECRETARY OF STATE OF **KENTUCKY**
FRANKFORT, KENTUCKY

SECRETARY OF STATE
RECEIVED

FRANKFORT
KENTUCKY
OCT 8 1982

OCT 14 1982

271297 COMMONWEALTH OF KENTUCKY
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
OCT 14 1982

Francis Jones Mills
SECRETARY OF STATE

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

First: Name of Corporation Geochemical Surveys, Inc. (a Delaware Corp.) Commonwealth of Kentucky

Second: The name to be used in the state of Kentucky Geochemical Surveys, Inc.

Third: State or country of incorporation Delaware, U.S.A.

Fourth: Date of incorporation December 16, 1975
and duration of incorporation perpetual existence

Fifth: Address of principal office in the state or country of incorporation CT CORP.; C/O P.O. BOX 1544; Grand Central Station; NEW YORK, N.Y. 10161

Sixth: Address of proposed registered office in Kentucky C.T. Corp.; C/O P.O. Box 1544; Grand Central Station; NEW YORK, N.Y. 10161

and name of registered agent in Kentucky at the same address C.T. Corp. Ky Home Life Bldg, Ken, Ky 40202

Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky Drilling and Operating Oil Wells

Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

| NAME | OFFICE | ADDRESS |
|--------------------------|----------------|-------------------------------------|
| William Duchscherer, Jr. | President | 2505 Turtle Creek Blvd; Dallas, TX. |
| Richard A. Bird | Vice-President | Rt. 5; Union Hill Rd.; Canton, GA. |
| James P. McGinnis | Sec. - Treas. | 2505 Turtle Creek Blvd; Dallas, TX. |

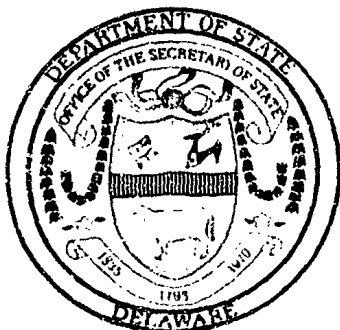


State of DELAWARE



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 _____ Ownership _____
filed in this office on _____ December 29, 1978 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

M. 700

DATE: _____

September 24, 1982

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
GEOCHEMICAL SURVEYS, INC.
INTO
GEOCHEMICAL SURVEYS OF TEXAS, INC.

GEOCHEMICAL SURVEYS OF TEXAS, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 17th day of December, 1975, pursuant to the General Corporations Laws of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of GEOCHEMICAL SURVEYS, INC., a corporation incorporated on the 24th day of October, 1969, pursuant to the Business Corporation Act of the State of Texas.

THIRD: That this corporation, by the resolutions of its Board of Directors dated the 19th day of December, 1976, as set forth in Exhibit "A", determined to and did merge into itself said Geochemical Surveys, Inc., and change its name to "Geochemical Surveys, Inc.", by the unanimous written consent of its directors, filed with the minutes of the Board of Directors.

FOURTH: The name of this Corporation from and after the effective date of the merger shall be "GEOCHEMICAL SURVEYS, INC.", and Article 1 of the Certificate of Incorporation of this Corporation is hereby changed to read as follows:

"1. The name of the Corporation is
"Geochemical Surveys, Inc."

IN WITNESS WHEREOF, said Geochemical Surveys of Texas, Inc. has caused this certificate to be signed by Michael J. Stasey, its Vice-President, and attested by Betty Heuer, its Assistant Secretary, this 24th day of December, 1978.

GEOCHEMICAL SURVEYS OF TEXAS, INC.

By Michael J. Stasey
MICHAEL J. STASEY, Vice-
President

ATTEST:

Betty Heuer
BETTY HEUER, Assistant Secretary

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. STASEY, Vice-President of GEOCHEMICAL SURVEYS OF TEXAS, INC., a Delaware corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the said corporation, for the purposes and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 24th day of December, 1978.

James J. [Signature]
Notary Public in and for
Dallas County, Texas

My Commission Expires:
June 1, 1980



EXHIBIT "A"

Resolutions of the Board of Directors of Geochemical Surveys of Texas, Inc., dated December 19, 1978, adopted by unanimous consent of all directors.

RESOLVED: That GEOCHEMICAL SURVEYS OF TEXAS, INC., merge, and it hereby does merge into itself said GEOCHEMICAL SURVEYS, INC., and assumes all of its obligations; and,

FURTHER RESOLVED: That the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED: That the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said GEOCHEMICAL SURVEYS, INC. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Delaware and Texas Secretaries of State, respectively, and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and,

FURTHER RESOLVED: That this corporation change its corporate name by changing Article 1 of the Certificate of Incorporation of this Corporation to read as follows: "1. The name of the Corporation is GEOCHEMICAL SURVEYS, INC."

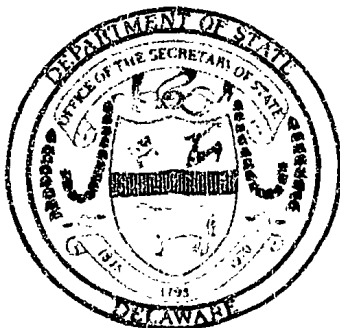


State of DELAWARE



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 December 17, 1975.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. To...*

DATE: September 24, 1982

CERTIFICATE OF INCORPORATION
OF
GEOCHEMICAL SURVEYS OF TEXAS, INC.

* * * * *

1. The name of the corporation is
GEOCHEMICAL SURVEYS OF TEXAS, INC.

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

3. The nature of the business or purposes to be conducted or projected is:

Oil and gas exploration and development and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of Common stock which the corporation shall have authority to issue is one hundred thousand (100,000) and the par value of each of such shares is one dollar (\$1.00) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

5. At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock

multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

6A. The name and mailing address of each incorporator is as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|------------------|---|
| P. A. Pennington | 100 West Tenth Street Wilmington, Delaware 19801 |
| W. J. Reif | 100 West Tenth Street Wilmington, Delaware 19801 |
| M. A. Brzaska | 100 West Tenth Street Wilmington, Delaware 19801 |

6B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|--------------------------|--|
| Henry C. Curtis | 1185 West Conroy Drive, N.W. Atlanta, Georgia |
| Richard A. Bird | 4520 Harris Trail, N.W. Atlanta, Georgia |
| William Duchacherer, Jr. | 4275 Honey Locust Drive Englewood, Colorado |
| H. Nathan Sears, Jr | 145 Lansdowne Drive, N.W. Atlanta, Georgia |
| James P. McGinnis | 6331 South Newport Court Englewood, Colorado |

7. The corporation is to have perpetual existence.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject

to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation by an affirmative vote of seventy-five percent (75%) of all the stock issued and outstanding and entitled to vote.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore 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 this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 17th day of December, 1975.

B. D. Purnip
W. R. ...
M. A. ...



State
of
DELAWARE

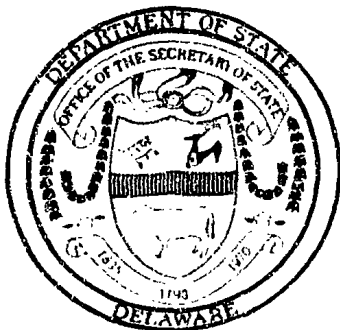


Office of SECRETARY OF STATE

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 _____ December 14, 1981 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Toon* _____

DATE: _____ September 24, 1982 _____

FILED

DEC 14 1961

Alfred C. Karpman
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
GEOCHEMICAL SURVEYS, INC.

Geo. Kern, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

The amendment to the Corporation's Certificate of Incorporation is hereinbefore amended, set forth in the following Resolution which is approved by the Corporation's Board of Directors and Stockholders, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

RESOLVED: That the Certificate of Incorporation of the Corporation be amended by deleting Paragraph 4 in its entirety and replacing therefore the following.

4. The aggregate number of shares of capital stock that may be issued by the Corporation is 101,000, of which 100,000 shall be "common stock" with a par value of \$1.00 per share (hereinafter referred to as the "Common Stock") and 1,000 shares shall be "Class A Common Stock" each having a par value of \$1,000 per share ("Class A Common Stock"). The shares of each class shall and be subject to the rights, preferences and limitations hereinafter set forth.

(a) Voting Rights. At all meetings of the holders of shares of the Corporation's capital stock for the election of Directors, the holders of the Common Stock and the Class A Common Stock voting together as one class shall be entitled to elect all Directors to be so elected by the Shareholders of the Corporation. Directors elected by the holders of the capital stock shall be subject to removal, with or without cause, by a vote

0011

of the holders of a majority of the capital stock then issued and outstanding (Common Stock and Class A Common Stock voting together as one class). On all other matters which may be voted on by Law or under the By-Laws of the Corporation by its Shareholders, the holders of the Common Stock and the Class A Common Stock, voting together as one class, shall exercise full and exclusive voting rights. Class voting shall not be required nor permitted except to the extent expressly required under the Laws of the State of Delaware. The holders of the Common Stock and the Class A Common Stock, each respectively, shall be entitled to one vote for each share of such stock held of record as of the date specified in the By-Laws for determination of holders of record entitled to vote at any meeting of the Shareholders of the Corporation. No Shareholder of capital stock of the Corporation shall have the right to cumulate his votes for the election of Directors.

"(b) Dividends. The holders of the Common Stock and the Class A Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the surplus of the Corporation or other funds legally available therefor, dividends in such amount and on such dates as shall be determined by the Board of Directors of the Corporation. Dividends shall be declared and paid equally to the holders of all shares of the Company's capital stock without regard to class.

"(c) Denial of Preemptive Rights. No shareholder of any class of the capital stock of the Corporation shall have preemptive or preferential rights of subscription to or purchase of:

"(i) shares of the same class or any other class of the Corporation's capital stock, whether now or hereafter authorized; or

"(ii) any obligations convertible into shares of the same class or any other class of the Corporation's capital stock; or

"(c) any obligation with rights, warrants or similar provisions entitling the holder thereof to convert such security into, or acquire shares of the same class or any other class of the Corporation's capital stock. The Board of Directors may issue shares of the capital stock of the Corporation, obligations, options, warrants or other securities convertible into such shares or obligations or other securities with rights or warrants to such persons, for such price and upon such terms and conditions as the Board of Directors, in its sole discretion, may determine; provided always, that no capital stock shall be issued for less than its par value or for any consideration unauthorized by law.

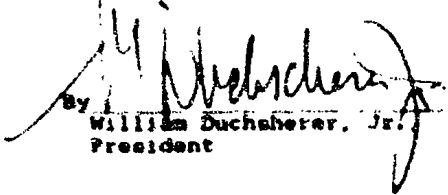
"(d) Liquidation. In the event of liquidation, dissolution or winding up of the Corporation, the holders of the Class A Common Stock shall, as a class and in the aggregate, be entitled to receive 15.04083% of the assets of the Corporation remaining after payment of all of the Corporation's debts and other obligations and which are distributed to the holders of its Capital Stock, and the holders of the Common Stock shall, as a class and in the aggregate, be entitled to receive all of the assets of the Corporation remaining for distribution to Shareholders."

IN WITNESS WHEREOF, Geochemical Surveys, Inc., has caused this Certificate to be signed by William Duchscherer,

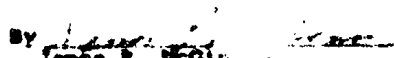
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... and attested by James P. McGinnis its
Secretary this 11th day of December, 1981

GEOCHEMICAL SURVEYS, INC.

By 
William Duchsherer, Jr.
President

ATTEST:

By 
James P. McGinnis
Secretary

00015

GEOCHEMICAL SURVEYS, INC.

2805 TURTLE CREEK BOULEVARD
DALLAS, TEXAS 75219

MAILING ADDRESS
P.O. BOX 190508

TELEPHONE
(214) 521-6148

October 12, 1982

SECRETARY OF STATE
RECEIVED

OCT 14 1982

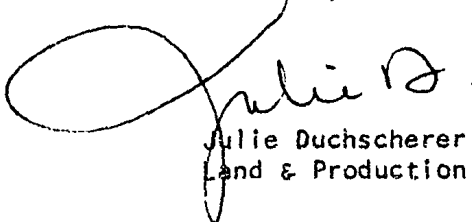
COMMONWEALTH OF KENTUCKY

Frances Jones Mills
Office of Secretary of State
Commonwealth of KY.
Frankfort, KY. 40601

Dear Ms. Mills;

In reply to your request letter of October 8, 1982, please note that our company uses the CT CORP. as a registered agent for the various states we do business in. If there is a problem with this, please let me know. It appears to be a fairly common way of doing business in the Oil & Gas Industry. Thank you.

Cordially,



Julie Duchscherer
Land & Production

jdd/enc1.