

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

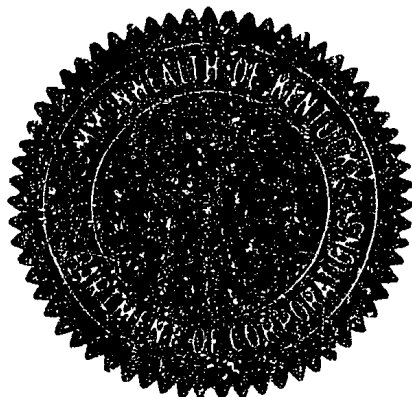
CERTIFICATE OF AUTHORITY OF

SANDEFER ENERGY, INC.

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that duplicate originals of an application of
SANDEFER ENERGY, INC. **HOUSTON, TEXAS 77002**

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 **SANDEFER ENERGY, INC.**



SECRETARY OF STATE

Witness my official signature and seal of office this 27TH
DECEMBER 82, 19 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

THELMA L. STOVALL

DEC 27 1982 Secretary



SECRETARY OF STATE
RECEIVED
FRANKFORT,
KENTUCKY
DEC 27 1982

Thelma L. Stovall
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

Commonwealth of Kentucky

279821

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 SANDEFER ENERGY, INC.
- Second: The name to be used in the state of Kentucky SANDEFER ENERGY, INC.
- Third: State or country of incorporation Texas
- Fourth: Date of incorporation June 30, 1980
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation First City Tower, 1001 Fannin Suite 2300, Houston, Texas 77002
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
Operation and development of oil and gas properties. To transact
any or all lawful business.
- 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
See attached rider		

The names and addresses of the officers of SANDEFER ENERGY, INC., are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
J. D. Sandefer III	1001 Fannin Suite 2300 Houston, Texas 77002	President
Richard A. Lindermanis	1001 Fannin Suite 2300 Houston, Texas 77002	Executive Vice President
Stephen F. Smith	1001 Fannin Suite 2300 Houston, Texas 77002	Executive Vice President
E. R. Killian	1001 Fannin Suite 2300 Houston, Texas 77002	Senior Vice President and General Manager
Samuel M. Symonds	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President, General Counsel and Secretary
Terry W. Davis	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President, Treasurer and Chief Financial and Administrative Officer
Roland B. Keller	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President-Exploration
Michael A. Barnes	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President-Exploration
Stanley E. Richards	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President-Land
Ted D. Garner	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President-Production
R. Sterling Paddack	1001 Fannin Suite 2300 Houston, Texas 77002	Vice President-Accounting

The name and address of the sole director of Sandefer Energy, Inc. is J. D. Sandefer III, 1001 Fannin, Suite 2300, Houston, Texas 77002.



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

SANDEFER ENERGY, INC.

Articles of Incorporation

June 30, 1980

Amendment

December 17, 1982

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

...20th day ofDecember..... A. D. 19 82..

David G. Alan

Secretary of State

dem

FILED
In the Office of the
Secretary of State of Texas

JUN 30 1980

ARTICLES OF INCORPORATION

SECRET
Corporation Division

OF

SANDEFER PETROLEUM INTERNATIONAL CO.

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

ARTICLE I

The name of the corporation is Sandefer Petroleum International Co.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

To transact any or all lawful business for which corporations may be organized under the Texas Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock of the par value of One Dollar (\$1.00) each. The corporation shall have the authority to purchase,

directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

No shareholder of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE V

If, with respect to any action taken by the shareholders of the corporation, any provision of the Texas Business Corporation Act would, but for this Article V, require the vote or concurrence of the holders of shares having more than a majority of the votes entitled to be cast thereon, or of any class or series thereof, the vote or concurrence of the holders of shares having only a majority of the votes entitled to be cast thereon, or of any class or series thereof, shall be required with respect to any such action.

ARTICLE VI

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars (\$1,000), consisting of money, labor done or property actually received.

ARTICLE VII

The post office address of the corporation's initial registered office is 1775 St. James Place, Suite 130, Houston, Texas 77056, and the name of its initial registered agent at such address is Samuel M. Symonds.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, and the name and address of the person is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualifies is:

<u>Name</u>	<u>Address</u>
J. D. Sandefer, III	1775 St. James Place, Suite 130 Houston, Texas 77056

ARTICLE IX

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Thomas N. Amonett	800 Bank of the Southwest Bldg. Houston, Texas 77002

IN WITNESS WHEREOF, I have hereunto set my hand
this 27th day of June, 1980.

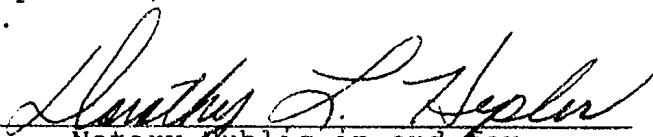


Thomas N. Amonett

THE STATE OF TEXAS ↓

COUNTY OF HARRIS ↓

I, the undersigned, a Notary Public, do hereby
certify that on this 27th day of June, 1980, personally
appeared before me Thomas N. Amonett who being by me first
duly sworn, declared that he is the person who signed the
foregoing document as incorporator, and that the statements
therein contained are true.



Notary Public in and for
Harris County, Texas

DOROTHY L. HEPLER
Notary Public in Harris County, Texas
My Commission Expires August 1, 1980

DEC 17 1982

Clerk II S
Corporations Section

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation is Sandefer Petroleum International Co.

ARTICLE II

The following amendment to the Articles of Incorporation was adopted by the shareholder of the corporation on December 15, 1982. Article I of the Articles of Incorporation is amended to read as follows:

"ARTICLE I. The name of the corporation is Sandefer Energy, Inc."

ARTICLE III

The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

ARTICLE IV

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing adopting said amendment.

Dated: December 15, 1982.

SANDEFER PETROLEUM INTERNATIONAL
CO.

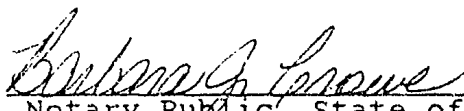
By J. D. Sandefer
J. D. Sandefer, President

By Samuel M. Symonds
Samuel M. Symonds, Secretary

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, a Notary Public, on this day personally appeared J. D. Sandefer III, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY AND AND SEAL OF OFFICE this 16th day of December, 1982.



Notary Public, State of Texas

My Commission Expires:

November 25, 1985

(Notarial Seal)

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
811 DALLAS AVENUE, HOUSTON, TEXAS 77002 • (713) 658-9488

SECRETARY OF STATE
RECEIVED

DEC 27 1982

COMMONWEALTH OF KENTUCKY

December 23, 1982

RE: SANDEFER ENERGY, INC.

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel:

Harva A. Dockery, Atty.
Fulbright & Jaworski Bldg.
Bank of the Southwest Bldg.
Houston, Texas 77002

we enclose for filing the necessary documents to qualify this corporation in your state, together with funds in payment of the required fees.

When the enclosures have been filed, please notify this office by - telephone.

If for any reason filing cannot be effected promptly, please notify us of the details by - telephone.

The usual evidence of filing should be sent to this office.

Yours very truly,

C T CORPORATION SYSTEM

KIRK S. HOOD

Service Representative

SPECIAL INSTRUCTIONS:

KSH/lyc
encls.