

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

PREST OIL, INC.

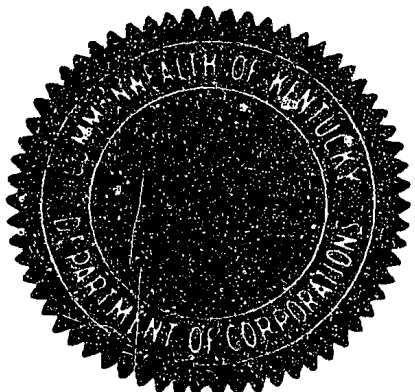
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

PREST OIL, INC.

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

PREST OIL, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 29TH
day of DECEMBER, 19 80 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE



THELMA L. STOVALL

ORIGINAL COPY FILED *Secretary*
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

FRANKFORT SECRETARY OF STATE
KENTUCKY
RECEIVED

DEC 29 1980

APPLICATION FOR CERTIFICATE OF AUTHORITY

DEC 29 1980

ch 35.00

COMMONWEALTH OF KENTUCKY

James J. Mills
SECRETARY OF STATE *mjb*

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:

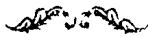
198060

- First: Name of Corporation PREST OIL, INC.
- Second: The name to be used in the state of Kentucky PREST OIL, INC.
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation November 19, 1980
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation c/o The Corporation Trust
100 West 10th Street, Wilmington, Delaware 19801 Company
- 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. To engage in any lawful act or activities where are permitted by the Kentucky Business Corporation Act., including, but not limited to, hydrocarbon and mineral exploration, production, storage and real estate development.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

Betty Durkee - Dir/Pres/Treas. - P.O. Box 1455, Evergreen, CO 80439
Elena V. Slusser - Secretary - 462 Verdant Circle, Longmont, CO 80501



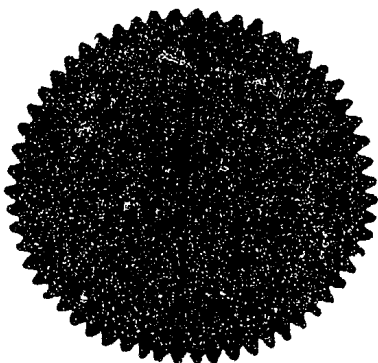
State
of
DELAWARE



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 "Prest Oil, Inc.", as received and filed in this
office the nineteenth day of November, A.D. 1980, at 10 o'clock A.M.

In Testimony Whereof, *I have herewith set my hand*
and official seal at Dover this _____ ^{nineteenth} *day*
of _____ _{November} *in the year of our Lord*
one thousand nine hundred and _____ _{eighty.}



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION

of

Prest Oil, Inc.

1. The name of the corporation is

Prest Oil, 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 promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware including, but not limited to, hydrocarbon and mineral exploration, production, storage and real estate development.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants,

rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the

conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is Three Thousand shares (3,000); all of such shares shall be without par value.

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
<u>K. L. Husfelt</u>	100 West Tenth Street Wilmington, Delaware 19801
<u>B. A. Schuman</u>	100 West Tenth Street Wilmington, Delaware 19801
<u>E. L. Kinsler</u>	100 West Tenth Street Wilmington, Delaware 19801

5B. 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>
BETTY DURKEE	P.O. Box 1455 Evergreen, Colorado 80439

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which

it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or

corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

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.

9. 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 of this reservation.

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 19th day of November, 1980.

K. L. Husfelt

K. L. Husfelt

B. A. Schuman

B. A. Schuman

E. L. Kinsler

E. L. Kinsler

C T CORPORATION SYSTEM



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

Associated with The Corporation Trust Company
1700 BROADWAY, DENVER, COLORADO 80290 • (303) 839-1705

December 26, 1980

RE: PREST OIL, INC. (DELAWARE DOMESTIC) KU 07422-1

Dear Sir:

Pursuant to the instructions of counsel:

Saunders, Snyder, Ross & Dickson
Denver, Colorado 80203

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 -

Letter (Air Mail) Telegram Telephone.

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

Letter (Air Mail) Telegram Telephone.

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

Yours very truly,

C T CORPORATION SYSTEM

By George H. Tangray
George H. Tangray
Account Representative

SPECIAL INSTRUCTIONS:

Check #19907-\$35.00