

***ARTICLES OF INCORPORATION***  
***OF***  
***SPAULDING OIL & GAS, INC.***

***KNOW ALL MEN BY THESE PRESENT:***

*That the undersigned Incorporator, Hunter Durham, of 130 Public Square, P. O. Box 100, Columbia, Adair County, Kentucky 42728-0100, does hereby declare his intentions to form a corporation under the laws of the Commonwealth of Kentucky, being known and incorporated as Spaulding Oil and Gas, Inc. and by said name it may contract and be contracted with, sue and be sued, adopt a corporate seal, conduct and operate its business and affairs, and have all powers as are provided by the laws of the Commonwealth of Kentucky.*

***ARTICLE I***

*The name of the corporation shall be Spaulding Oil and Gas, Inc..*

## **ARTICLE II**

*The object and purposes for which this corporation is formed are to do any and all things hereinafter set forth, and such other acts as are permitted by law, and to undertake any enterprises or business or dealings or transactions associated with the promotion of the best interests of this corporation and the purposes and objects for which it is formed, and the doing of all things necessary and convenient in connection therewith for the carrying on of such business as may seem proper to the board of directors to the extent that natural persons might or could do, including but not limited to the following:*

*(1) To buy, hold, sell, transfer, or trade stock in other corporations, companies, or other types of enterprises.*

*(2) To purchase, improve, develop, lease, exchange, sell, dispose of, rent, and otherwise deal in real estate; to purchase, to lease, build, construct, erect, occupy, control, manage and supervise both real and personal property, including the right to undertake all forms of business and commercial transactions; to finance the purchase, improvement, development and construction of land and buildings belonging or to be acquired by this corporation or by any other person, firm or other type of enterprises.*

*(3) To purchase, lease, invent, patent, build, produce, manufacture, construct, and otherwise acquire, and to use, operate, repair, maintain, develop, and improve and to sell, trade, exchange, rent, lease, create security interest in, and otherwise dispose of any and all materials, machinery, facilities, appliances, articles, product, equipment, or supplies proper for or adopted to be used in connection with or incidental to the separation, cleaning, gradation, removal, mining, milling, elevating, conveying, curing, protecting, and treating of minerals, coal, ores, grants, properties, and materials of every kind and nature, and by-products therefrom and to do any and all things incidental thereto, or necessary or expedient or proper to be done in connection with the mining of coal.*

(4) To locate, patent, purchase, lease, exchange, trade or otherwise acquire, and to hold, own, use, operate, extend, improve, and develop, and to sell, exchange, assign, transfer, mortgage, grant security interests in, lease or otherwise dispose of, in whole or in part, and wherever situated, mines, mining rights, and claims, metalliferous lands, quarries, quarry rights, water, water rights, ditches, reservoirs, oil properties, coal properties, and interest therein and any rights, right of ways, easement, privileges, permits or franchises suitable or convenient for any of its purposes of the business, and to deal in the same in every way; to quarry, mine, drill, excavate, produce, purchase, lease, prospect for, claim, and otherwise acquire and process, refine, and develop and to sell, exchange, trade, deal in and with, and otherwise dispose of asbestos, sulphur, silica, feldspar, uranium, vanadium, rare earth, mica, copper, coal, lead, silver, gold, gas, oil, oil shale, and other mineral ores, and properties of every kind and nature, and of earth rock, sand, shale and other substances containing mineral and ore deposits; and to manufacture, produce, purchase, lease, or otherwise acquire, and to use, operate, improve, repair, replace, and develop and to sell, trade, exchange, lease and otherwise dispose of any and all minerals, machinery, facilities, appliances, products, equipment, or supplies proper or adapted to be used in or in connection with or incidental to the prospecting, development, production, processing, preparation, shipment, and delivery of any of the foregoing minerals, oils, gases or ores, and any by-products therefrom; and to do any and all things incidental thereto, necessary, expedient, or proper to be done in connection with the manners and things set out therein.

(5) To generally engage in management and otherwise deal in oil and gas wells and/or other activities concerning this type of operation including the investment in other oil and gas ventures.

*(6) To engage in any commercial, industrial or agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the Commonwealth of Kentucky, and to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.*

### ***ARTICLE III***

*The corporation shall commence business as soon as practicable after the filing of the Articles of Incorporation in the office of the Secretary of State of the Commonwealth of Kentucky at Frankfort, Kentucky, and the filing of the Articles of Incorporation with the Adair County Clerk of Columbia, Adair County, Kentucky, and with the Montgomery County Clerk of Mt. Sterling, Montgomery County, Kentucky.*

### ***ARTICLE IV***

*This corporation shall continue in existence perpetual unless sooner dissolved by a majority vote of the capital stock so issued.*

### ***ARTICLE V***

*In furtherance and not in limitation of the general powers conferred by the laws of the Commonwealth of Kentucky, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:*

*To sue and be sued, contract and be contracted with, in its corporate name;*

*To adopt, use and at will alter a common seal;*

*To purchase, acquire, hold, convey, lease, mortgage or dispose of property, real or personal, tangible or intangible;*

*To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures or other evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured;*

*To purchase, acquire, guarantee, hold and dispose of the shares, bonds, or other evidences of indebtedness or contracts of any corporation, domestic or foreign;*

*To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities or any persons, firm, association or corporation;*

*To pay for the same in cash, stock of this corporation, bonds or otherwise, to hold or in any manner to dispose of the whole of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary and convenient in and about the conduct and management of such business.*

*To apply for, purchase, or in any manner to acquire, or to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license, or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States or other countries, or otherwise and to work, operate and develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;*

*To carry on any or all of its operation and businesses, and to promote its objects within the Commonwealth of Kentucky, or elsewhere, without restriction as to the place or amounts;*

*To do any and all of the things hereinafter set forth to the same extent as actual persons might or could do, and in any part of the worlds.*

*None of these subclauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the object mentioned in the first paragraph of this statement of purposes in any part of the world, and not withstanding that the business, undertaking, property or acts proposed, to be transacted, acquired, dealt with or performed do not fall within the objects set forth in the first paragraph of this statement of purposes.*

#### **ARTICLE VI**

*The registered office of this corporation is as follows:*

*Spaulding Oil & Gas, Inc.  
% Hunter Durham  
130 Public Square  
Columbia, KY 42728*

*The name and address of the statutory resident process agent is as follows:*

*Hunter Durham  
DURHAM & ZORNES  
130 Public Square  
Columbia, KY 42728*

*The principal office including executive office and its activities are located at the following address:*

*Johnnie Y. Spaulding  
1420 Clubhouse Lane  
Mt. Sterling, KY 40353*

*The following one persons represents the initial and original director and his address is as follows:*

*Johnnie Y. Spaulding*

#### **ARTICLE VII**

##### **Common Stock**

*The total number of shares of stock authorized to be issued and the authorized class thereof there being only one class authorized, shall be one thousand (1,000) shares of no-par common stock and the voting power of such stock shall be one vote per share in the affairs of the corporation.*

#### **ARTICLE VIII**

*The business and affairs of the corporation shall be conducted by a board of directors consisting of not less than one (1) nor more than nine (9). Future elections of directors shall be held annually by the shareholders of this corporation, and may be held at any special meeting of the shareholders called for that purpose.*

*The board of directors at their first meeting shall elect at least a president, a secretary and a treasurer of the corporation. A single individual may hold one or more than one of the above offices if so elected by the board of directors. These offices so elected and qualified, unless sooner removed by one vote of the majority of the board of directors.*

*The board of directors shall have the power to make all such by-laws and rules to regulate the business of this corporation as will not be inconsistent with these Articles of Incorporation or with the laws of the Commonwealth of Kentucky, subject to the power of the shareholders to change and repeal such by-laws.*

## **ARTICLE IX**

*The private property of the stockholders, officers or directors of this corporation shall not be subject to the payment of its corporate debts or liabilities in any manner or to any extent.*

## **ARTICLE X**

*This corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred upon the shareholders herein granted subject to this restriction.*

## **ARTICLE XI**

*No holder of any stock of the corporation shall be entitled as of right to purchase or subscribe for any part of any stock of this corporation not authorized or of any additional stock in any class by reason of any increase of the authorized number of shares, and/or the authorized capital stock of the corporation or pursuant to any amendment of the Articles of Incorporation, or of any bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation, by stock now authorized or any such additional authorized issued of new stock or securities convertible into stock, may be issued and disposed of by the board of directors to such persons, firms or corporation for such consideration and upon such terms and in such a manner as the board of directors may in their discretion determine without offering any thereof on the same terms or on any terms to the stockholders then of record or to any class of stockholders.*



**ARTICLE XII**

*There shall be no limit of the amount of indebtedness the corporation shall or may incur.*

*IN WITNESS WHEREOF, the undersigned has signed and acknowledged to be bound by the contents of this Articles of Incorporation, this the 9<sup>th</sup> day of August, 2013.*

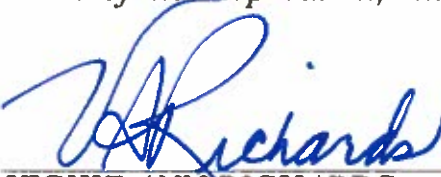
  
HUNTER DURHAM, INCORPORATOR

**VERIFICATION FORM**

STATE OF KENTUCKY

COUNTY OF ADAIR

*I, a notary public, do hereby certify that on this the 9<sup>th</sup> day of August, 2013, personally appeared before me Hunter Durham, who being by me first duly sworn, declared that he is the Incorporator of Spaulding Oil & Gas, Inc., and that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.*

  
VICKIE ANN RICHARDS

MY COMMISSION EXPIRES: May 16, 2016.

*I hereby certify that the foregoing instrument was prepared by Hunter Durham, DURHAM & ZORNES, 130 Public Square, P. O. Box 100, Columbia, Kentucky 42728-0100 (270/384-4411) (FAX 270/384-5781)*

  
HUNTER DURHAM, ATTORNEY