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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "UNIVERSAL GAS (MONTANA) INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MONTANA, MERGING WITH AND INTO "THE PETROL OIL AND GAS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "THE PETROL OIL AND GAS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MAY, A.D. 1984, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY LAWS OF THE STATE OF DELAWARE.

* * * * *



912605167

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3174618

DATE: 09/17/1991

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84-01500278

PLAN AND AGREEMENT OF MERGER

BETWEEN

THE PETROL OIL AND GAS CORPORATION,
(A Delaware Corporation)

AND

UNIVERSAL GAS (MONTANA) INC.,
(A Montana Corporation)

FILED 9 AM

MAY 29 1984

Alvin C. Keiser
SECRETARY OF STATE

THIS PLAN AND AGREEMENT OF MERGER made and entered into on the 29th day of March, A.D. 1984, by and between THE PETROL OIL AND GAS CORPORATION, a Delaware Corporation (herein sometimes referred to as the Delaware Corporation or Surviving Corporation) and UNIVERSAL GAS (MONTANA) INC., a Montana Corporation (herein sometimes referred to as the Montana Corporation), said Corporations hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on June 23, 1953, and recorded in the office of the Recorder of Deeds for the County of Newcastle in the said State, on June 23, 1953, and the registered office of the Delaware Corporation being located at 100 West Tenth Street, Wilmington, Delaware, 19801, and the name of its registered agent in charge thereof being The Corporation Trust Company;

AND WHEREAS the total number of Shares of stock which the Delaware Corporation has authority to issue is Twenty Five Thousand (25,000) Shares with a par value of \$1.00 each, of which Twenty Five Thousand (25,000) Shares are now issued and outstanding;

AND WHEREAS the Montana Corporation is a corporation organized and existing under the laws of the State of Montana, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Montana on the 4th day of January, A.D. 1978, and a Certificate of Incorporation having been issued by said Secretary of State on that date, and the registered office of the Montana Corporation being located at 500 Transwestern Plaza II, 490 North 31st Street, Billings, Montana, 59101 and its registered agent being Lawco;

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AND WHEREAS the aggregate number of Shares which the Montana Corporation has authority to issue is Fifty Thousand (50,000) with a par value of \$1.00 each, of which Three Hundred and Four (304) Shares are issued and outstanding;

AND WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that the Montana Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Montana respectively, which permit such merger;

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the Montana Corporation, by their respective Boards of Directors, having agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Montana Corporation and the Delaware Corporation shall be merged into a single Corporation, in accordance with applicable provisions of the laws of the State of Montana and of the State of Delaware, by the Montana Corporation merging into the Delaware Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Montana and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the merger"):

1. The two Constituent Corporations shall be a single Corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Montana Corporation shall cease except to the extent provided by the laws of the State of Montana in the case of a corporation after its merger into another corporation.
2. The Delaware Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to Shares, and all other choses in action, and all and every other interest

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of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

3. The Delaware Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.

5. The By-Laws of the Delaware Corporation as existing and constituted immediately prior to the effective date of the merger shall be and constitute the by-laws of the Surviving Corporation.

6. The Board of Directors, and the members thereof, and the Officers of the Delaware Corporation immediately prior to the effective date of the merger shall be and constitute the Board of Directors, and the members thereof, and the Officers of the Surviving Corporation.

ARTICLE III

1. The Certificate of Incorporation of the Delaware Corporation shall be amended by amending the Fourth Clause of the Objects and Articles of the Delaware Corporation to show that the total number of shares of stock which the Delaware Corporation is authorized to issue is Fifty Thousand (50,000) consisting of common stock, having a par value of One (\$1.00) Dollar, which is set forth in Exhibit "A" attached hereto. The said Certificate of Incorporation, as originally filed in the office of the Secretary of State of the State of Delaware on the 23rd day of June, 1953 as amended by this Agreement of Merger, shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

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2. The Objects and Articles of the Delaware Corporation shall not be amended in any respect, by reason of this Agreement of Merger, except that the Fourth Clause will be amended to show that the total number of shares of stock which the Delaware Corporation is authorized to issue is Fifty Thousand (50,000) consisting of common stock, having a par value of One (\$1.00) Dollar per Share, which is set forth in Exhibit "A" attached hereto.

ARTICLE IV

The manner and basis of converting the Shares of each of the Constituent Corporations into Shares of the Surviving Corporation is as follows:

1. Each of the Three Hundred and Four (304) Issued and outstanding Shares of the Montana Corporation shall be converted into Nine (9) fully paid and non-assessable Shares of capital stock of the Delaware Corporation.

2. After the effective date of the merger, each owner of an outstanding certificate or certificates theretofore representing Shares of the Montana Corporation shall be entitled, upon surrendering such certificate or certificates to the Surviving Corporation, to receive in exchange therefor a certificate or certificates representing the number of Shares of stock of the Surviving Corporation into which the Shares of the Montana Corporation theretofore represented by the surrendered certificate or certificates shall have been converted as hereinbefore provided. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of the Montana Corporation shall be deemed, for all corporate purposes, to represent the ownership of the issued stock of the Surviving Corporation on the basis hereinbefore provided.

ARTICLE V

The Delaware Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Montana Corporation, the proper Officers and Directors of the Montana Corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

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ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of the said Corporations upon the approval or adoption thereof by the shareholders and stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Montana and the State of Delaware, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Montana and of the State of Delaware, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its Board of Directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective Boards of Directors, at any time prior to the effective date of the Merger.

IN WITNESS WHEREOF, the Delaware Corporation and the Montana Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Plan and Agreement of Merger to be executed by the President and attested by the Secretary of each of them, and the Corporate Seal affixed.

THE PETROL OIL AND GAS CORPORATION

President

UNIVERSAL GAS (MONTANA) INC.

President

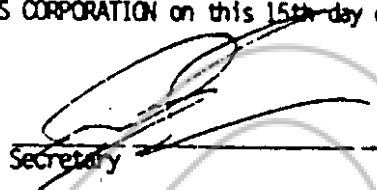


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I, DONALD J. BUCHANAN, Secretary of THE PETROL OIL AND GAS CORPORATION, a corporation organized and existing under the Laws of the State of Delaware, HEREBY CERTIFY, as such Secretary and under the Seal of the said Corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said Corporation by the President and Secretary of THE PETROL OIL AND GAS CORPORATION, a Corporation of the State of Delaware, was duly submitted to the stockholders of the said PETROL OIL AND GAS CORPORATION, at a special meeting of the said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all of the stockholders, for the purpose of considering and taking action upon the said Agreement of Merger, that Twenty Five Thousand (25,000) Shares of stock of the said Corporation were on the said date issued and outstanding and that the holders of all of the said 25,000 Shares voted by ballot in favor of the said Agreement of Merger and no stockholders voted against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of the said Corporation, and that thereby the Agreement of Merger was at the said meeting duly adopted as the act of the stockholders of THE PETROL OIL AND GAS CORPORATION, and the duly adopted agreement of the said Corporation.

WITNESS my hand and seal of THE PETROL OIL AND GAS CORPORATION on this 15th day of May, A.D. 1984


Secretary



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Exhibit "A"

CERTIFICATE OF INCORPORATION
OF
THE PETROL OIL AND GAS CORPORATION

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FIRST. The name of the corporation is
THE PETROL OIL AND GAS CORPORATION.

SECOND. Its principal office in the State of
Delaware is located at No. 100 West Tenth Street, in the
City of Wilmington, County of New Castle. The name and
address of its resident agent is The Corporation Trust
Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects
or purposes to be transacted, promoted or carried on are:

To mine for, prospect for, drill for, pro-
duce, store, buy or in any manner acquire, re-
fine, manufacture into its several products and
to sell, market, distribute and transport petro-
leum and its products and by-products; to mine
for, prospect for, drill for, produce, manufac-
ture, store, buy or in any manner acquire, and
to market, sell, transport, and distribute
natural gas and/or artificial gas and/or lique-
fied petroleum gas and any by-products and re-
sidual products thereof, and to own, hold,
maintain and operate and to sell, exchange,
lease, encumber or in any manner dispose of
works, buildings, pipe lines, mains, distribu-

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tion systems, machinery, appliances, apparatus, facilities, rights, privileges, franchises, ordinances and all such real and personal property as may be necessary, useful or convenient in the production, acquisition, manufacture, storage, transportation, sale and marketing of petroleum, natural gas and artificial gas, or any of them, and the products or by-products thereof.

To acquire, by purchase or otherwise, construct, lease, let, own, hold, sell, convey, equip, maintain, operate and otherwise deal in and with pipe lines, cars, vessels, tanks, tramways, refineries, reduction plants and any and all other conveyances, appliances and apparatus for storing, transporting, distilling, refining, reducing, preparing or otherwise dealing in and with petroleum, gas, gasoline, asphaltum, and any and all other minerals, metals, ores, the products and by-products thereof and mineral substances, products and by-products thereof.

To acquire, own, construct, erect, lay down, manage, maintain, operate, enlarge, alter, work and use all such lands, interests in land, buildings, easements, gas, electric and other works, machinery, plant, stock, pipes, lamps, meters, fittings, motors, apparatus, appliances, materials and things as may be necessary, incident or convenient in connection with the production, use, storage, regulation, purification, measurement, supply and distribution of any of the products of the Corporation.

To obtain the grant of, purchase, lease, or otherwise acquire any concessions, leases, rights, options, patents, privileges, lands and interests therein, rights of way, sites, properties, undertakings or businesses, or any right, option or contract in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to carry the same into effect, and to develop, maintain, lease, sell, transfer, dispose of in whole or

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in part and otherwise deal with the same.

To transact any manufacturing or mining business, and to purchase and sell goods, wares and merchandise used for such business.

To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions and liquified minerals; also sand and clay for the manufacture and sale of clay products.

To establish and maintain an oil business with authority to contract for the lease and purchase of the right to prospect for, develop and use coal and other minerals, petroleum and gas; also the right to erect, build and own all necessary oil tanks, cars and pipes necessary for the operation of the business of the same.

To establish and maintain a drilling business, with authority to own and operate drilling rigs, machinery, tools and apparatus necessary in the boring, or otherwise sinking of wells in the production of oil, gas, or water, or either, and the purchase and sale of such goods, wares and merchandise used for such business.

To purchase and sell goods, wares and merchandise.

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

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of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copy-rights, trade-marks 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, trusts 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 enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys 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

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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 loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or infer-

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ence from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Fifty Thousand (50,000) consisting of common stock, having a par value of One Dollar (\$1.00) per share, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00).

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible

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into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

FIFTH. The corporation is to have perpetual existence.

SIXTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH. 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.

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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 resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers 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. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the

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written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange 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 be in whole or in part 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.

EIGHTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such

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manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so 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 ballot unless the by-laws of the corporation shall so provide.

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.

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IN WITNESS WHEREOF The Petrol Oil and Gas Corporation (A Delaware Corporation) and Universal Gas (Montana) Inc. (A Montana Corporation) pursuant to the approval and authority duly given by Resolutions adopted by their respective Boards of Directors have caused the Objects and Articles of The Petrol Oil & Gas Corporation to be executed by the President and attested to by the Secretary of each party hereto and the corporate seal affixed.

ATTEST:

"D. J. BUCHANAN"
SECRETARY
(seal)

ATTEST:

"D. J. BUCHANAN"
SECRETARY
(seal)

THE PETROL OIL AND GAS CORPORATION

"JOSEPH MERCIER"
PRESIDENT

UNIVERSAL GAS (MONTANA) INC.

"JOSEPH MERCIER"
PRESIDENT

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
*Erwin Thompson **
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Washeff
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 138376 FEE \$ 22⁰⁰

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