

STATE OF NEW MEXICO



**OFFICE OF**  
**THE STATE CORPORATION COMMISSION**

CERTIFICATE OF INCORPORATION

OF

JALAPENO CORPORATION

1627587

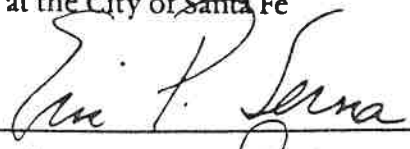
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-18-12 NMSA 1978) have been received by it and are found to conform to law.


Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: AUGUST 25, 1993

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



  
\_\_\_\_\_  
Chairman

  
\_\_\_\_\_  
Director

162758

ARTICLES OF INCORPORATION  
OF  
JALAPENO CORPORATION

AUG 25 1993

CORPORATION DEPARTMENT

The undersigned incorporator, in order to form a corporation pursuant to the provisions of the New Mexico Business Corporation Act, Sections 53-11-1 to 53-18-12 NMSA 1978 (the "Act"), hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
NAME

The name of the corporation is JALAPENO CORPORATION.

**ARTICLE II**  
DURATION

The period of duration of the corporation shall be perpetual.

**ARTICLE III**  
PURPOSES

The primary purpose for which the corporation is organized is to engage in the oil and gas business, to do and perform any and all things and acts it deems necessary, useful and conducive to the carrying out of this purpose, and to exercise all of the authority and engage in all activities for which corporations are entitled to by virtue of the Act.

**ARTICLE IV**  
SHARES

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000), and shareholders may hold fractional shares thereof.

**ARTICLE V**  
PRE-EMPTIVE RIGHTS

The shareholders' pre-emptive rights to acquire unissued shares shall not be limited or denied in any respect.

**ARTICLE VI**  
LIMITATION OF DIRECTOR LIABILITY

A director shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director unless:

(1) the director has breached or failed to perform the duties of the director's office in compliance with Subsection B of Section 53-11-35 NMSA 1978; and

(2) the breach or failure to perform constitutes:

(a) negligence, willful misconduct or recklessness in the case of a director who has either an ownership interest in the corporation or receives in his capacity as a director or as an employee of the corporation compensation of more than two thousand dollars (\$2,000) from the corporation in any calendar year; or

(b) willful misconduct or recklessness in the case of a director who does not have an ownership interest in the corporation and does not receive in his capacity as director or as an employee of the corporation compensation of more than two thousand dollars (\$2,000) from the corporation in any calendar year.

#### **ARTICLE VII** **INDEMNIFICATION**

The corporation shall have the power to indemnify any person in accordance with Section 53-11-4.1 NMSA 1978 (1992 Supp.), as long as not inconsistent with the corporation's bylaws, which power to indemnify is not in any way limited by these articles of incorporation.

#### **ARTICLE VIII** **REGISTERED OFFICE; REGISTERED AGENT**

The address of the corporation's initial registered office is P.O. Box 2068, 218 Montezuma, Santa Fe, New Mexico 87504, and the name of its initial registered agent at that address is Jeffrey L. Fornaciari.

#### **ARTICLE IX** **INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as the directors until their successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Louise D. Yates	2102 W. Main Artesia, New Mexico 88210
Harvey E. Yates, Jr.	612 3rd Street P.O. Box 26 Tularosa, New Mexico 88352-0026

ARTICLE X  
INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Jeffrey L. Fornaciari

Post Office Box 2068  
218 Montezuma  
Santa Fe, New Mexico 87504-2068

EXECUTED at Santa Fe, New Mexico this 25<sup>th</sup> day of August, 1993.

  
\_\_\_\_\_  
Jeffrey L. Fornaciari

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT

To the State Corporation Commission  
State of New Mexico

STATE OF NEW MEXICO     )  
  ) SS.:  
COUNTY OF SANTA FE     )

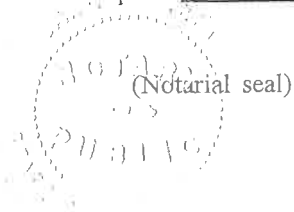
On this 25<sup>th</sup> day of August, 1993, before me a Notary Public in and for the State and County aforesaid, personally appeared **Jeffrey L. Fornaciari**, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the Initial Registered Agent of **Jalapeno Corporation**, the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Business Corporation Act of the State of New Mexico.

  
REGISTERED AGENT'S SIGNATURE

Subscribed and sworn to before me on the day, month, and year first above set forth

  
NOTARY PUBLIC

Commission Expires: 8-15-95



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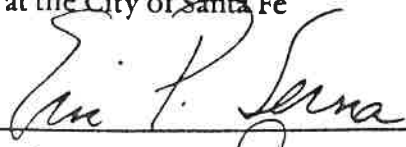
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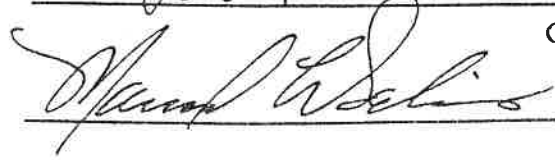
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