

The Phoenix Oil Company, Limited

Memorandum of Association

1. The name of the Company is "The Phoenix Oil Company Limited.
2. The registered office of the Company will be situate at the City of Calgary in the Province of Alberta.
3. The objects for which the Company is established are as follows:—
 - (a) To acquire by purchase, lease, hire, discovery or otherwise, mines, mineral claims, mineral leases, prospects, mining lands and mining rights of every description, but more particularly of petroleum and natural gas, and to work, develop, operate and turn the same to account, and to sell or otherwise dispose of the same or any of them or of any interest therein.
 - (b) To carry on the business of searching for, prospecting, digging, boring, drilling, preparing, producing, refining, piping, storing, transporting, supplying, buying, selling, manufacturing, and distributing petroleum and other oils and natural gas or other minerals and their products and by-products.
 - (c) To hold petroleum and natural gas leases in trust for purposes of subletting, assignment or other division of the interest of the original lessee, or of the lands covered by any such lease or leases, or any part thereof amongst other persons, firms or corporations, and to guarantee to such last-mentioned persons, firms or corporations performance by the sub-lessor or assignor of the covenants, promises and undertakings of such sub-lessor or assignor in any sub-lease or assignment contained.
 - (d) To sub-divide the petroleum and natural gas rights in and under the lands covered by any petroleum and natural gas leases held by this Company, and to assign or sublet the petroleum and natural gas rights in and under any or all portion or portions of such lands to any person or persons, firm or firms, corporation or corporations, and the same to repurchase or otherwise re-acquire.
 - (e) To dig, bore, or drill for such petroleum, natural gas or other mineral, and to carry on any and every process or work necessary or convenient to make the same merchantable or saleable, either in crude or refined form.
 - (f) To carry on the business of a mining, smelting, milling and refining company in any or all of its branches.
 - (g) To purchase or otherwise acquire all plants or machinery necessary or convenient to be employed for any of the purposes of the company, and to operate the same.
 - (h) To acquire, construct, maintain, and operate refineries for the refining of crude petroleum.
 - (i) To engage in the business of dealers in petroleum and all or any of its products or by-products, either wholesale or retail.
 - (j) To engage in the business of dealers in natural gas for illuminating, power or other purposes, and for such purposes to enter into any contracts, engagements or agreements with any government, municipality, corporation or person for the supplying of natural gas for the purpose of power, illumination, or other purpose whatsoever.
 - (k) To acquire, construct, equip, maintain and operate a gas lighting plant or plants, or enter into any negotiations or contracts with any municipality or government for the right to use any street, highway or public place for the right of way of the company's gas-pipes for the conveying of natural gas for lighting or other purposes, and to sell, let, or otherwise dispose of or deal with such plant or plants.
 - (l) To acquire, construct, equip, maintain and operate a pipe line or pipe lines for the conveying of petroleum either crude or refined, or any of its products or by-products, and to enter into any negotiations or contracts with any municipality or government for the right to use any street, highway or public place for the right-of-way for such pipe line or lines, and to sell, let or otherwise dispose of or deal with such pipe line or pipe lines.
 - (m) To acquire by gift, purchase or otherwise, from any person or corporation, the right-of-way mentioned in the two preceding paragraphs hereof or any part thereof.
 - (n) to acquire by gift, purchase, lease or otherwise and to hold