

CERTIFICATE NO:12330



**BELIZE COMPANIES AND CORPORATE AFFAIRS REGISTRY
BELMOPAN, BELIZE**

CERTIFICATE OF INCORPORATION

**IN THE MATTER OF THE COMPANIES ACT, Chapter 250 of the
Substantive Laws of Belize, Revised Edition 2000;**

**AND IN THE MATTER of the application for registration and for a
Certificate of Incorporation for TREATY BELIZE ENERGY LIMITED**

IT IS HEREBY CERTIFIED THAT

TREATY BELIZE ENERGY LIMITED

**is this day registered and incorporated as a limited liability company
pursuant to the provisions of the aforesaid Companies Act.**

**GIVEN under my hand and the seal of the Belize Companies and Corporate
Affairs Registry this 28th day of April, 2011.**


**PATRICIA RODRIGUEZ
FOR REGISTRAR GENERAL
AND REGISTRAR OF COMPANIES**



THE COMPANIES ACT

STATUTORY MEETING

Pursuant to Section 67

Minutes of First Meeting of Treaty Belize Energy Limited held at 99 Albert Street, Belize City, Belize, C. A. on the 29th day of May, 2011 at 9:00 A.M.

PRESENT:

(1) Francelia Gallego	(5) Bruce Gwyn	(7) Richard Daniel Bass Jr.
(2) Cadine Rhamdas	(6) Andrew Reid	(8) Whit Cluff
(3) Treaty Energy Corporation <i>(by its personal representatives)</i>		
(4) BASCO, LLC <i>(by its personal representatives)</i>		

REPORTED:

- (a) That the company had been incorporated by its subscribers, Francelia Gallego and Cadine Rhamdas, who subscribed to one share each, and with the Memorandum and Articles of Association, a copy of which with the Certificate of Incorporation was produced to the meeting.
- (b) That the first directors shall be appointed by the subscribers to the Memorandum and Articles of Association and until such appointment the subscribers shall act as directors.
- (c) That the registered office of the company as filed with the Registrar of Companies is No. 99 Albert Street, Belize City, Belize, C. A.

RESOLVED:

1. That Andrew Reid and Bruce Gwyn be and are appointed directors of the Company;
2. That the following shares including subscriber shares be and are allotted for cash at par as follows:

(a) Treaty Energy Corporation	8,000 shares
(b) Richard Daniel Bass Jr.	500 shares
(c) Whit Cluff	500 shares
(d) BASCO, LLC	1,000 shares
3. That the appointment of bankers and auditors was deferred.
4. That the seal impressed hereon be and are adopted as the seal of the company.
5. There being no other business, the meeting was declared closed at 10:00 A.M.

DATED the 29th day of May, 2011

RRAW/cr



[Signature]

BELIZE

THE COMPANIES ACT
Chapter 250 of the Laws of Belize,

Revised Edition 2000

**COPY OF REGISTER OF DIRECTORS OR MANAGERS OF
TREATY BELIZE ENERGY LIMITED**

Pursuant to Section 77 of the Companies Act, Chapter 250, the following persons are the Directors of the above Company on the 29th day of May, 2011.

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
1. Andrew Reid	201 St Charles Avenue Ste. 2534 New Orleans, LA 70170 USA	Businessperson
2. Bruce Gwyn	201 St Charles Avenue Ste. 2534 New Orleans, LA 70170 USA	Businessperson

DATED the 29th day of May , 2011.



Director

To: Registrar of Companies
Belize Companies Registry
Ground Floor, Garden City Hotel
Mountain View Drive, Belmopan
Belize C.A.

RRAW/cr

THE COMPANIES ACT
(Chapter 250)

TREATY BELIZE ENERGY LIMITED

RETURN OF ALLOTMENT for the 29th day of May, 2011.

PURSUANT TO SECTION 90 (1)

Number of shares allotted payable in cash	<u>10,000</u>
Nominal amount of shares allotted	<u>10,000</u>
Amount paid or due and payable on each such share	<u>\$1.00</u>

NAMES, DESCRIPTIONS AND ADDRESSES OF ALLOTTEES

<u>NAME/DESCRIPTION</u>	<u>ADDRESS</u>	<u>NO. OF SHARES ALLOTTED</u>
1. Treaty Energy Corporation	201 St Charles Avenue Ste. 2534 New Orleans, LA 70170 USA	8,000
2. Richard Daniel Bass Jr.	201 St Charles Avenue Ste. 2534 New Orleans, LA 70170 USA	500
3. Whit Cluff	201 St Charles Avenue Ste. 2534 New Orleans, LA 70170 USA	500
4. BASCO, LLC	201 St Charles Avenue Ste. 2534 New Orleans, LA 70170 USA	1,000
TOTAL		10,000

DATED the 29th day of May, 2011.



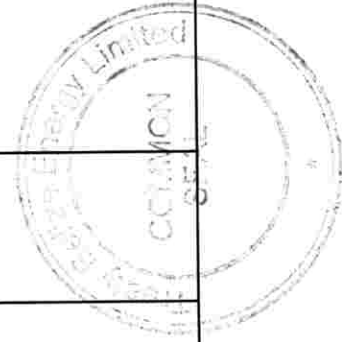
Director

Presented by BARROW & WILLIAMS of No. 99 Albert Street, Belize City, Belize, Attorneys-at-Law for and on behalf of **TREATY BELIZE ENERGY LIMITED**.

TREATY BELIZE ENERGY LIMITED
REGISTER OF MEMBERS

FOLIO : 1
NAME : TREATY ENERGY CORPORATION
ADDRESS : 201 ST CHARLES AVE. STE. 2543, NEW ORLEANS, LA
 70170 USA
OCCUPATION: CORPORATION

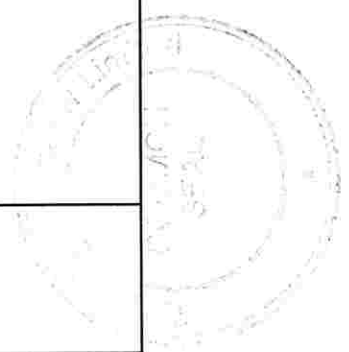
CERT. No.	DATE ENTERED IN REGISTER	NO. OF SHARES	SHARE NUMBER		AMOUNT PAID ON EACH SHARE	PARTICULARS OF SHARES TRANSFERRED BY PAST MEMBERS			PARTICULARS OF SHARES TRANSFERRED BY THIS MEMBER			REMARKS	
			FROM	TO		NO.	DATE OF TRANSFER	NO.	DATE OF TRANSFER	SHARE NUMBER FROM	SHARE NUMBER TO		
1	29/5/2011	8,000	0001	8,000	\$1.00								



TREATY BELIZE ENERGY LIMITED
REGISTER OF MEMBERS

FOLIO : 2
NAME : RICHARD DANIEL BASS JR.
ADDRESS : 201 ST CHARLES AVE. STE. 2543, NEW ORLEANS, LA
 70170 USA
OCCUPATION: BUSINESSPERSON

CERT. No.	DATE ENTERED IN REGISTER	NO. OF SHARES	SHARE NUMBER		AMOUNT PAID ON EACH SHARE	PARTICULARS OF SHARES TRANSFERRED BY PAST MEMBERS			PARTICULARS OF SHARES TRANSFERRED BY THIS MEMBER			REMARKS	
			FROM	TO		NO.	SHARE NUMBER FROM	TO	DATE OF TRANSFER	SHARE NUMBER FROM	TO		DATE OF TRANSFER
2	29/5/2011	500	8,001	8,500	\$1.00								



TREATY BELIZE ENERGY LIMITED
REGISTER OF MEMBERS

FOLIO : 3
NAME : WHIT CLUFF
ADDRESS : 201 ST CHARLES AVE. STE. 2543, NEW ORLEANS, LA
 70170 USA
OCCUPATION: BUSINESSPERSON

CERT. No.	DATE ENTERED IN REGISTER	NO. OF SHARES	SHARE NUMBER		AMOUNT PAID ON EACH SHARE	PARTICULARS OF SHARES TRANSFERRED BY PAST MEMBERS			PARTICULARS OF SHARES TRANSFERRED BY THIS MEMBER			REMARKS	
			FROM	TO		NO.	SHARE NUMBER FROM	TO	DATE OF TRANSFER	SHARE NUMBER FROM	TO		DATE OF TRANSFER
3	29/5/2011	500	8,501	9,000	\$1.00								

